



**The City of
OKLAHOMA CITY**
PLANNING DEPARTMENT

R06-16-A-008

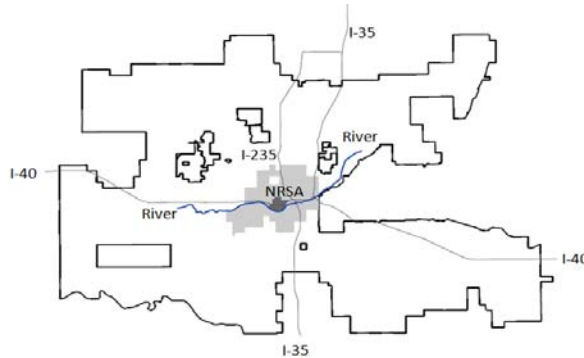
December 15, 2015

EPA Region 6

Mary Kemp
1445 Ross Avenue
Suite 1200 (6SF-VB)
Dallas, TX 75202-2733

Mary Kemp:

Please find enclosed the City of Oklahoma City's, The Oklahoma City Redevelopment Authority's and the Oklahoma City Urban Renewal Authority's joint proposal for a Brownfields Coalition Assessment Grant. This proposal requests \$600,000 with \$200,000 dedicated for Petroleum and \$400,000 for Hazardous assessments. These funds would primarily support projects within the OKC's Neighborhood Revitalization Strategy Area (NRSA), a 29-square mile area approved by the U.S. Department of Housing and Urban Development (HUD) that is by definition economically distressed. Funding will be focused on the following Projects:



Oklahoma City = 620 Sq. Miles
NRSA (in grey) = 29 Sq. Miles

- MAPS Public Development projects - Over \$600 million is allocated through a penny sales tax to projects within the Target Area. Many of these civic improvements will require property acquisition,
- Downtown Housing Developments - The 2011 housing study shows a need for affordable housing options in the downtown area. The City is considering various initiatives to stimulate housing options in key locations and a few specific sites have been identified; environmental assessments are needed.
- Commercial District Revitalization Program - This City program assists citizens in creating, marketing, organizing and maintaining older commercial districts. Efforts include redevelopment of vacant stores and/or properties; environmental studies will be needed.
- Site NW of Downtown Park - A request for redevelopment projects will be advertised to redevelop this as a catalyst site for redevelopment in the NRSA. It will border the new boulevard currently under construction.
- SE Corner of Lincoln and NE 8th - The site will be assessed and a request for redevelopment will be advertised with environmental information included so private developers can submit their redevelopment proposals knowing the environmental issues associated with the site.

The information summarized below itemizes the required cover letter criteria:

- a) **Applicant Identification:**
City of Oklahoma City
420 West Main, Suite 900
Oklahoma City, OK 73102
- b) **DUNS:** 014104777
- c) **Funding Requested:**
- | | | | |
|----------------|----------------------|----------------|----------------------|
| Grant Type: | Assessment | Grant Type: | Assessment |
| Amount: | \$400,000 | Amount: | \$200,000 |
| Contamination: | Hazardous Substances | Contamination: | Petroleum Substances |
| Grant type: | Community-wide | Grant type: | Community-wide |
- d) **Location:**
This proposal would serve the City of Oklahoma City, Oklahoma County, Oklahoma with a focus in the defined NRSA.
- e) **Site specific proposal-Property name and complete site address, including zip code.** NA
- f) **Contacts:**
- I) Project Director: Amanda Alewine
City of Oklahoma City Planning Department
420 West Main Street, 9th Floor
E-mail: amanda.alewine@okc.gov
Phone: 405-297-1766; Fax: 405-316-1766
- II) Chief Executive Officer: Mick Cornett, Mayor
City of Oklahoma City
200 North Walker Avenue
Oklahoma City, OK 73102
Phone: 405-297-2424; Fax: 405-297-3759
- g) **Date Submitted:** December 15, 2015
- h) **Project Period:** Three years
- i) **Population:** Oklahoma City 2010: 579,999
- j) **Special Considerations Checklist:** Recent Natural Disaster
Project Primarily Focusing on Phase II
Firm Leveraging
Empowerment Zone
HUD-DOT-EPA Partnership

The narrative grant proposal and required information is attached.

Sincerely,



Amanda Alewine, Planner II
Oklahoma City Planning Department
420 W Main, Suite 900
Oklahoma City, OK 73102

Attachments

cc: Paul Johnson, EPA Region 6 & Camisha Scott, EPA Region 6

Appendix 3 Regional Priorities Form/Other Factors Checklist

Name of Applicant: The Coalition Lead Applicant, The City of Oklahoma City

Regional Priorities Other Factor

If your proposed Brownfields Assessment project will advance the regional priority(ies) identified in Section I.E, please indicate the regional priority(ies) and the page number(s) for where the information can be found within your 15-page narrative. Only address the priority(ies) for the region in which your project is located. EPA will verify these disclosures prior to selection and may consider this information during the selection process. If this information is not clearly discussed in your narrative proposal, it will not be considered during the selection process.

Regional Priority Title(s):

Assistance to Communities That Have Limited In-House Capacity to Manage Brownfields Projects & Improving Air Quality

Page Number(s): Page 5 for Limited Capacity, Page 12, 14 & 15 for Improving Air Quality

Assessment Other Factors Checklist

Please identify (with an **X**) which, if any of the below items apply to your community or your project as described in your proposal. To be considered for an Other Factor, you must include the page number where each applicable factor is discussed in your proposal. EPA will verify these disclosures prior to selection and may consider this information during the selection process. If this information is not clearly discussed in your narrative proposal or in any other attachments, it will not be considered during the selection process.

Other Factor	Page #
<i>None of the Other Factors are applicable.</i>	
Community population is 10,000 or less.	
Applicant is, or will assist, a federally recognized Indian tribe or United States territory.	
Targeted brownfield sites are impacted by mine-scarred land.	
Project is primarily focusing on Phase II assessments.	X, p. 7
Applicant demonstrates firm leveraging commitments for facilitating brownfield project completion by identifying amounts and contributors of funding in the proposal and have included documentation.	X, p. 8
Recent (2008 or later) significant economic disruption has occurred within community, resulting in a significant percentage loss of community jobs and tax base.	X. p. 4

Applicant is one of the 24 recipients, or a core partner/implementation strategy party, of a “manufacturing community” designation provided by the Economic Development Administration (EDA) under the Investing in Manufacturing Communities Partnership (IMCP). To be considered, applicants must clearly demonstrate in the proposal the nexus between their IMCP designation and the Brownfield activities. Additionally, applicants must attach documentation which demonstrate either designation as one of the 24 recipients, or relevant pages from a recipient’s IMCP proposal which lists/describes the core partners and implementation strategy parties.	
Applicant is a recipient or a core partner of HUD-DOT-EPA Partnership for Sustainable Communities (PSC) grant funding or technical assistance that is directly tied to the proposed Brownfields project, and can demonstrate that funding from a PSC grant/technical assistance has or will benefit the project area. Examples of PSC grant or technical assistance include a HUD Regional Planning or Challenge grant, DOT Transportation Investment Generating Economic Recovery (TIGER), or EPA Smart Growth Implementation or Building Blocks Assistance, etc. To be considered, applicant must attach documentation.	X, p. 5 & 8
Applicant is a recipient of an EPA Brownfields Area-Wide Planning grant.	

OKC INTERMODAL TRANSPORTATION HUB

APPLICANT/SPONSOR: City of Oklahoma City

TOTAL PROJECT COST: \$28,429,872

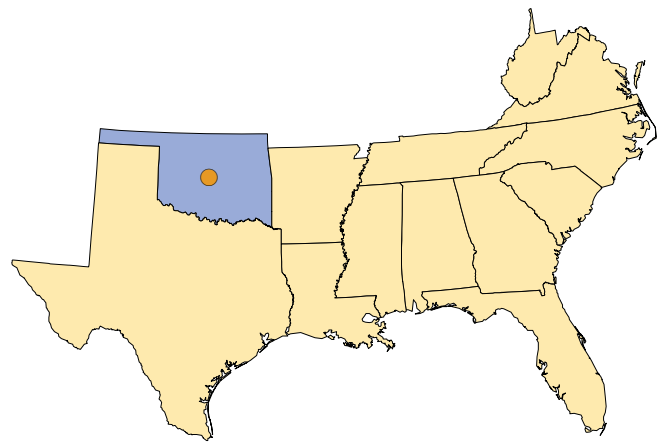
GRANT FUNDING: \$13,591,178

PROJECT DESCRIPTION

TIGER funds will support the renovation of OKC's Santa Fe Depot facility to reinstate space for Amtrak passenger rail service and provide access for future streetcar, light rail, and commuter rail services. Proposed improvements to the facility include several components: a common area in the rehabilitated Santa Fe Depot building; an Amtrak station area for ticketing, baggage, and waiting area functions; added streetscape and improved bicycle and pedestrian facilities oriented to Bricktown and Downtown; and improvements on E.K. Gaylord Boulevard to provide connectivity among the various travel modes, including the future streetcar.

PROJECT HIGHLIGHTS

- » Increases the connection between alternative forms of transportation, including walking, biking, and transit.
- » Creates a new transportation center and gateway for the Oklahoma City metropolitan area that provides personal transportation choices, enhances the image of public transportation, and serves as a catalyst for economic development.
- » Leads to increased, positive environmental benefits due to the reduction of vehicle miles traveled and an increase in alternative forms of transportation.



SOUTH

PROJECT BENEFITS

This project will rehabilitate a nearly-empty and underutilized station interior for use as a transportation icon for Oklahoma City. The Hub will connect various modes of transportation and will be an important focal point for the Oklahoma City regional transportation system. It will also revitalize a neglected part of Oklahoma City's urban core. In its current condition, the station is a detriment to existing train ridership due to the lack of adequate passenger facilities. The City has already augmented the Depot selection with improvements to the surrounding area, including improved transit connections to the Bricktown district.



U.S. Department
of Transportation



TIGER

**U.S. Department of Housing
and Urban Development**

Certification of Consistency with Sustainable Communities Planning and Implementation

I certify that the proposed activities/projects in this application are consistent with the Livability Principles advanced by communities in the FY2010 Sustainable Communities Regional Planning and HUD-DOT Challenge Grants.

(Type or clearly print the following information)

Applicant Name: City of Oklahoma City

Name of the Federal Program to
which the applicant is applying: EPA

Name of the Preferred Sustainable
Communities Status Community: City of Oklahoma City

I further certify that:

- (1) The applicant is engaged in activities, that in consultation with the designated Point of Contact of the HUD designated Preferred Sustainability Status Communities, further the purposes of the regional planning grant program;
- (2) The applicant's proposed activities either directly reflect the Livability Principles cited and contained in HUD's General Section to the FY2011 NOFAs or will result in the delivery of services that are consistent with the goals of the Livability Principles;
- (3) The applicant has committed to maintain an on-going relationship with the HUD Preferred Sustainability Status Communities for the purposes of being part of the planning and implementation processes in the designated area.

Name of the Official Authorized to Certify the Preferred
Sustainable Communities Status meets
the above criteria to receive bonus points: Ken Bryan

Title: Planner III

Organization: City of Oklahoma City

Signature: _____

Date 12/23/2013
(mm/dd/yyyy)

Narrative Proposal

V.B.1 Community Need (50 total points)

V.B.1.a Targeted Community and Brownfields (25 Points)

V.B.1.a.i. Targeted Community Description (5 points)

The target area for this proposal is the **Neighborhood Revitalization Strategy Area (NRSA)** in the central core of Oklahoma City (OKC) and surrounding areas. **OKC's NRSA is a 29- square mile designated area** approved by the U.S. Department of Housing and Urban Development (HUD) and is by definition economically distressed.

Most of the NRSA was in a federally designated **Empowerment Zone (EZ)**. The EZ Initiative, focused on creating self-sustaining, long-term development in distressed areas throughout the nation, expired in 2014.

The NRSA target area has a history of both heavy petroleum and industrial uses that have resulted in over 1200 potential Brownfields sites. The emergence of many of these brownfields can be attributed to the boom/bust cycles upon which the City was founded. In 1889, OKC was born with a land run that rapidly grew the population to over 10,000 citizens in one day. In the late 1920s, one of the **country's largest oil well fields was discovered under out target area, what is now the City's urban core**, making residents wealthy overnight; however, the Depression and the Dust Bowl in the mid-1930s hit the City hard resulting in population emigration and widespread financial difficulties and abandoned properties. Like many other cities, in the 1960s OKC experienced "urban flight" as people abandoned the downtown core in favor of the suburbs. In 1964, Interstate 40 was built through the City's center and functionally served as a barrier between downtown and the southern side of I-40 which developed more industrial uses. In the same decade, well-intentioned but failed urban renewal activities leveled over 440 buildings in the urban core, resulting in empty lots that remain today. The economic woes and oil bust of the 1980s further disadvantaged downtown, with 9 of the 10 major city banks failing, and office vacancy reaching 40%. The vacancies continued and in 1995, the bombing of the Murrah Federal Building damaged or destroyed over 340 nearby buildings, further impacting the economic viability of the City's inner core.

In response to failed corporate recruitment attempts, the swings of the petroleum industry and the neglected urban core, OKC's leaders made a transformative proposal to residents...a targeted sales tax for municipal projects. The MAPS sales tax-funded initiative started in 1993; Oklahoma City voters approved a penny sales tax to fund renovations to the Civic Center Music Hall, Cox Convention Center and Oklahoma State Fairgrounds along with construction of the Bricktown Ballpark, the Chesapeake Arena, Bricktown Canal, the river redevelopment, the new Ronald J. Norick Downtown Library and development of the Oklahoma Spirit Trolleys. In 2001, the MAPS for Kids (MAPS 2) initiative was approved and used for school facility improvements, technology and transportation projects. In 2009, voters approved MAPS 3 which is expected to raise \$777 million to fund a Convention Center, Downtown Public Park, modern streetcar & transit, Oklahoma State Fairgrounds Improvements, senior health & wellness centers, Oklahoma River Improvements, trails and sidewalks. Every MAPS initiative has been a 10 to 12-year process and each project has been built debt free.

In 2012, the Oklahoma Department of Transportation (ODOT) completed the relocation of I-40 five blocks to the south, reconnecting the heart of the NRSA known as the Core to Shore area (C2S) to downtown. This removed the portion of I-40 which served as an above-grade barrier separating downtown from a blighted and environmentally distressed, largely industrial area to the south. This opportunity allows for transformation of this community and its residents.

Today, the City is implementing the Core to Shore plan developed in 2008. The goal is to redevelop this area into a livable, high density area that allows for integrating affordable and market rate housing, while offering a new 70-acre open space park and transportation options including bike & walking trails, and transit funded through the City's MAPS 3 sales tax initiative. This will be a challenging effort over the next decade, and **BF Assessment dollars are crucial in identifying contamination in the area** and creating plans for remedy prior to redevelopment. The Coalition made up of The City of Oklahoma City, the Oklahoma City Redevelopment Authority and the Oklahoma City Urban Renewal Authority plans to utilize \$600,000 in Assessment funds and leverage them with other incentives to ensure environmentally protective redevelopment that includes affordable housing options, multi-modal transportation options and job creation in the NRSA.

V.B.1.a.ii. Demographic Information (5 points)

Table 1: Populations and Economic Indicators

	NRSA (Target Area)	OKC	Oklahoma	National
Population	81,504 ¹	630,749 ¹	3,923,568 ¹	318,536,439 ¹
Unemployment	9.7% ¹	5.4% ¹	5.4% ¹	6.4% ¹
Poverty Rate	33.0% ²	16.4% ²	15.9% ²	14.2% ²
Percent Minority	73.8% ¹	45.5% ¹	33.5% ¹	38.4% ¹
Median Household Income	\$25,218 ¹	\$46,954 ¹	\$46,099 ¹	\$53,217 ¹

1. Data is from the 2015 Esri Business Analyst
2. Data is from the 2009 – 2012 American Community Survey Esri Analyst

Residents in the Target Area are overwhelmingly (73.8%) minority (2015 ESRI Business Analyst data). The median income of the Target Area is \$25,218, just 47% of the national average. In addition, the population includes many of the City's most sensitive; **the elderly (9%), women of child-bearing age (44%), and children (27%)**. Unemployment and the poor social welfare of the community have resulted in a visible homeless presence in the area. Environmental justice is a concern in low-income, minority, and otherwise disadvantaged populations as they often endure a disproportionately high burden of environmental pollution. The Target Area residents live in and among some of the most environmentally distressed properties of the City with a sustained poverty level of 33% or above for over 13 years.

V.B.1.a.iii. Brownfields (10 points)

For the past ten years, the City has maintained a geographic information system-based inventory to track sites with the presence or perception of contamination. The inventory is continually updated but **there are currently over 2,400 such sites, totaling approximately 58 square miles of potential brownfields sites identified within OKC limits. Nearly 40% of these are petroleum-related sites. Almost 50% of the identified sites lie within the Target Area.** The information in the database is sourced from existing assessments, the Oklahoma Department of Environmental Quality (ODEQ), the Oklahoma Corporation Commission (OCC) and the Public Works Department.

The Target Area contains environmental contamination resulting from historical refining, oil and gas well development, stored chemicals, battery manufacturing, warehousing, the use of asbestos in building materials, former dry cleaners, gas stations, salvage yards, closed cotton & canola seed processing plant operations and multiple automotive-related services. According to the OCC, there are 155 oil wells in the

Target Area; 87% are active. Thirteen percent of the wells are plugged, but based on closure dates and techniques, could still be hazardous. Contaminants found in area soils include **petroleum hydrocarbons, metals, acid sludges, semi-volatile compounds and animal carcass pits**. **These types of historical releases have rendered the groundwater unusable throughout much of the area.** There are known cases of illicit dumping, unsecured chemical storage, and uncontrolled salvage operations near residential areas in the 29 square mile Target Area. All of this is documented in the City's Brownfields database.

V.B.1.a.iv. Cumulative Environmental Issues (5 points)

The Target Area is impacted by a disproportionate amount of environmental challenges compared to other areas within the City. The impacts range from air quality, noise, widespread groundwater impacts, to the physical and social threats of blight.

People in the Target Area face greater risk from air pollution. They live close to the sources of pollution, including major highways and industrial properties. Two major highways transect the Target Area, with traffic that negatively impacts area air quality and is a source of noise pollution. 5,856 households are within a 1,500 foot distance of a major highway with 2,215 of those being within a 500 foot distance of a major highway. The American Lung Association ranked Oklahoma City 15th out of 220 cities for high Ozone days in 2014. Also, 29.2% of households within the Target Area are within a ¼ mile of an oil or gas well. Airborne dust and particles from these sites are known to cause or exacerbate Asthma and Reactive Airway Syndrome of downwind residents. In 2015, Oklahoma City ranked fifth in the top ten "Worst Cities for Asthma" according to WebMD. Petroleum constituents are also known to cause acute impacts to nervous and respiratory systems/chronic impacts to major organs, including cancer. These impacts can result from dermal contact, ingestion of contaminated soil or water or vapor inhalation.

Groundwater has been negatively impacted throughout much of the area. The City's BF Database has data for a number of properties showing petroleum and hazardous constituents, MTBE, and solvents such as tetrachloroethylene as well as petroleum break-down constituents in the shallow groundwater. Most of the Target Area has access to City drinking water, however, wells still exist and there is no prohibition against drilling water wells in most parts of the City. Further, areas within the Target Area have been cluster areas for small auto repair related businesses and salvage yards (collectively covering over 70 acres) - industries that historically have released petroleum, solvent and metal contaminants to soils and groundwater.

Incompatible land use, aging housing stock and deferred maintenance, along with large numbers of vacant and abandoned properties, create significant problems like exposure to lead and asbestos for Target Area residents. Empty buildings are frequently razed for copper, with asbestos materials and wrappings shredded in the process resulting in exposures. The Target Area has a mortality rate for lung cancer 38% higher than the National Average. Exposure to low levels of lead in childhood is linked to effects on learning, IQ, memory, and behavior.

In addition to these environmental conditions, impacting health and safety, crime is higher in the area compared to OKC as a whole. The 2013-2015 per capita crime rate based on 100,000 people is 53% in the Target Area compared to 37% for all of Oklahoma City. Blight, poverty and disinvestment in the community have taken its toll on all facets of living within the Target Area.

V.B.1.b Impacts on Targeted Community (10 Points)

The Target Area has higher incidences of disease due to the physical and social barriers related to the cumulative impacts mentioned above. A correlation also exists between high poverty rates in the

community and limited access to quality health care and education, which poses an additional health risk factor in this area.

In collaboration with other county agencies, the Oklahoma City-County Health Department (OCCHD) developed a list of variables that include both determinants and outcomes of health and wellness. The data that makes up the wellness score was collected at a zip code level and available for 2010-2012. The OCCHD Wellness Now score for the 13 zip codes that make up the Target Area raises concern of the **collective area exposures** as the incidences of mortality is significantly above the national average of death/100,000 people in the following categories.

OCCHD Statistics for the Target Area	Cardiovascular Disease Mortality/100,000	Chronic Lower Respiratory Disease/100,000	Cancer Mortality/100,000	Lung Cancer Mortality/100,000
Target Area	353	67	238	66
National	234	42	173	48

Brownfield sites can have a direct impact on community health, particularly to the large number of sensitive populations living in the Target Area. Brownfields often are too costly to redevelop without assistance and result in vacant and abandoned sites that present a danger as hazardous substances and petroleum related contamination have been left behind. Blighted structures can often serve as an attractive nuisance to children, the homeless, and other area occupants, posing safety and health hazards.

V.B.1.c Financial Need (15 points)

V.B.1.c.i Economic Conditions (5 points)

According to the Oklahoma City Consolidated Plan, the Target Area has a residential vacancy rate nearly double that of the City as a whole. In addition, renter-occupied housing accounts for a disproportionate amount of units in relation to other areas of the City. The sustained poverty of this community has created a climate of disinvestment which, with limited funding, has challenged growth and renewal. The Target Area experiences a 33% poverty rate, which exacerbates social problems associated with limited opportunity. Brownfields redevelopment opportunities exist in the Target Area, but will require development assistance and partners who are willing to assume short term risk in exchange for long term benefit.

The City sales tax, the single largest source of revenue for the general fund is currently 4.8% below projections, causing the City to implement a hiring freeze in October 2015 for the first time in five years. This is in large part due to the severe downturn in the oil and gas industry in 2015. Large oil and gas companies, mainstays of the City's economy, laid-off workers in 2015, including Sandridge Energy and Chesapeake Energy who laid off 19% - 20% of their OKC workforce; more than 700 people lost their jobs.

In addition, the City has incurred unexpected expenses related to tornadoes, and floods from the May 2013 storms that devastated parts of the City and resulted in a Presidential Disaster Declaration. City-wide damage was estimated at \$540M. In an effort to bridge the gaps in disaster relief funding, the City diverted resources from both CDBG and General funds that would have otherwise gone to the Target Area. The City is requesting more federal funds from HUD's CDBG-DR program to continue to address disaster recovery.

The Coalition has no other source of funds for environmental investigations and needs Brownfields Assessment dollars to identify contamination in the Target Area. **The requested Assessment dollars can be leveraged with other incentives and with private dollars to help ensure Environmental Justice issues are not ignored, and affordable housing options and public spaces redeveloped in the target**

area are protective of human health. MAPS 3 funds, are being invested in catalyst sites in the area, but are limited to public projects and cannot be used for private development. While the City has received prior EPA assessment grants, we have just \$29,000 remaining for assessments in petroleum funds which is expected to be used on existing projects by January 2016.

V.B.1.c.ii Economic Effects of Brownfields (10 points)

The Target Area has the lowest per capita income in the City. The Oklahoma, Cleveland, Canadian County Assessors and OKC GIS Parcel Database show assessed property value at \$3.50/sq ft, half the City-wide value at \$7.06. The 2014 taxes paid per sq/ft were only 48%, \$0.40, of \$0.83 the Citywide value. A Blight Study (discussed further in Section V.B.4.b.i) confirms areas within the Target Area are characterized by aging buildings and obsolete infrastructure, dilapidation and deterioration, and a lack of property maintenance. Area stressors include unsound buildings, debris-filled vacant lots, and environmental concerns which may cause unsafe conditions. Crime rate in the NRSA is 2.3 times the national average. Vandalism occurs 1.4 times more often in the NRSA compared to Citywide. Fire and Arson rates occur 2 times the rate of the City and 4.7 times the national rate. Area statistics show a high number of vacancies, high percentage of demolitions, negative population growth, and lack of new buildings over the last 20 years, **all of these things combine to equal a reduced tax base, job loss and low business opportunities, which result in the 9.7% unemployment rate for the area.** Perceived environmental impacts around Brownfields have been damaging. Empty buildings and lots with environmental stigma have detracted from this area's desirability, reinvestment potential, stability and sense of community.

V.B.2 Project Description and Feasibility of Success (50 total points)

V.B.2.a. Project Description (25 total points)

V.B.2.a.i. Project Description (15 total points)

The Coalition, made up of the City of Oklahoma City, the Oklahoma City Redevelopment Authority and the Oklahoma City Urban Renewal Authority, is requesting grant funds to support the public, private and non-profit commercial, educational, and residential redevelopment in the NRSA, our Target Area.

The City will be the lead Coalition partner (due to the limited administrative infrastructure of OCURA and OCRA to manage a Brownfields program). The assessment funds will be used: to conduct All-Appropriate Inquiry (AAI) Phase I Environmental Site Assessments (ESA) for land to be acquired for private redevelopment; for Phase II Environmental Site Assessments on properties with recognized environmental concerns; and for cleanup planning to support redevelopment of brownfield properties. In addition, during the three year grant period, the Coalition will conduct community outreach and complete programmatic support tasks. The Coalition intends to offer assessment assistance and existing Brownfields RLF funds (from the City) to facilitate the redevelopment and bridge funding gaps in the programs described below.

1. MAPS3 Civic Improvement projects - Over \$600 million is allocated through a penny sales tax to projects within the Target Area. Many of these civic improvements will require the Coalition members to acquire property, and All-Appropriate Inquiry will be needed. It is expected that Phase II ESAs will be necessary to identify problems and support cleanup planning.
2. Downtown Housing Developments -The City received a core partner of HUD-DOT-EPA Partnerships for Sustainable Communities grant from HUD which funded the 2013 & 2014 studies that support infill housing developments. Key locations and a few specific sites have been identified; environmental assessments are needed.

3. Commercial District Revitalization Program (CDRP) - Efforts may include redevelopment of vacant stores and/or properties; environmental studies will be needed. The City currently has nine commercial districts, six of which are in the Target Area.
4. Site NW of the New Downtown Park – The Oklahoma City Economic Development Trust acquired this site in 2009 when Goodwill Industries relocated to a larger location. Request for redevelopment projects will be advertised to private developers by The Alliance (a community partner) as a catalyst site for redevelopment in the Target Area.
5. SE Corner of Lincoln and NE 8th – The Coalition previously worked with the developer of the new Embassy Suites adjacent to this site. The site is in the Target Area and currently owned by OCURA. It will be assessed and RFP's with environmental assessment information included so private developers can bid appropriately.

Results of assessment performed on the above mentioned sites will be integrated into ACRES and the City's Brownfields GIS inventory database. GIS capabilities allow locations to be mapped, which is a helpful tool as we speak with developers or move forward with redevelopment planning.

V.B.2.a.ii. Project Timing (5 total points)

The Coalition is prepared to initiate the project immediately upon receipt and authorization of the cooperative agreement, and is already engaged in community outreach activities and negotiation of site access agreements. A proposed timeline for the three year grant period is as follows:

Project Timeline	
Cooperative Agreements negotiated	August 2016
Advertise a request for proposals for environmental consulting firm	August 2016-October 2016
Complete Generic Quality Assurance Project Plan for EPA approval	November 2016
Obtain Access Agreements	November 2016 and On-Going
Participate in established community outreach forums, verify site eligibility	December 2016 and On-going
Conduct Phase I ESAs for petroleum and hazardous materials sites	January 2017 On-Going
Conduct Phase II ESAs for petroleum and hazardous materials sites	February 2017 and On-Going
Prepare focused, use-based cleanup plans	July 2017 and On-Going
All assessment activities complete and cleanup plans in place	August 2018

In collaboration with Coalition Partners, the tasks will be led by the City's Brownfields Coordinator and Project Manager in the City's Planning Department along with selected consultants. Details of the staffing and staff qualifications are contained in the Programmatic Capability section below.

V.B.2.a.iii. Site selection (5 total points)

The Coalition has fostered a collaborative approach for prioritizing site assessments and securing site access. The Coalition will use the City's existing Request for Assessment form (filled out by the potential purchaser) and a Site Access form (filled out by the property owner) prior to sites being sent to the OCC (if Petroleum funds are used) and EPA for approval. The following prospective purchasers are expected to provide a continual need for assessments as they foster both public and private redevelopment deals.

- The Coalition will negotiate with private redevelopers for projects in the Core to Shore area. Development activity is expected to pick up in 2016, when the northern MAPS 3 Park is completed.

- OCURA - Assessments will be performed on OCURA sites and the identified environmental conditions will be included with information on applying for a Brownfields RLF loan in the advertised redevelopment proposal request. The Developer must respond with a plan to abate the identified environmental conditions to be considered.
- OCRA - Prospective developers will be offered assessment assistance as a tool to further redevelopment.
- The City of Oklahoma City - will identify sites referred to them by citizens and private developers.

The Coalition will review the redevelopment plans for sites and assessments will be prioritized based upon the compatibility with area plans and resources committed to complete the project. All sites will be submitted to the City of Oklahoma City for final approval to ensure that site access forms are signed, redevelopment will happen in a timely manner, financing options exist and that there is sufficient assessment funding remaining in the grant. Sites with solid redevelopment plans and financing in place will be prioritized.

V.B.2.b. Task Description and Budget Table (20 total points)

V.B.2.b.i. Task Description (15 total points)

Task 1- Programmatic Support (Hazardous Materials (\$15,300 and Petroleum \$15,300): This task includes: documenting activities undertaken, overseeing contractor work for consistency with contractual obligations, and supervision of investigation plans, health and safety plans, quality assurance plans, etc. The Coalition will ensure that all required regulatory reports are prepared, approved, and submitted within the appropriate time frames. Personnel Funds designated for each grant will partially support cost of staff administering assessments, ACRES reporting, quarterly reports, follow-up interviews and Brownfields Program development activities. Project time for an Assistant Planner (at 10% time): \$52,300 salary/year X 10% X 3 years = \$15,690 + fringe @ 15% = \$2,354 (note: 24% of the assistant planner's time & Fringe for each grant is accounted for in the community involvement task). The cost of supplies for each grant is estimated at \$500 over 3 years for computer-related hardware, paper, ink, pens and other miscellaneous office supplies. A portion of the funds will be used to offset costs for travel and education/training for Coalition staff to attend the National Brownfields Conference.

Task 2-Phase I & II Environmental Site Assessments (Hazardous Materials \$344,000 and Petroleum \$152,000): After sites are selected and prioritized, the Coalition will verify site eligibility. A generic Quality Assurance Project Plan will be completed for review and approval by EPA. Phase I Environmental Site Assessments will be completed in conformance with EPA's All Appropriate Inquiry (AAI) regulation and current ASTM standards. Based on the Phase I ESA results, the Coalition will select potentially impacted sites for Phase II Assessment. Site Reports and progress will be tracked and recorded in the ACRES database. The cost of this task assumes that 16 Haz and eight Petro Phase I Environmental Site Assessments (ESAs) will be completed along with seven haz and three Petro Phase II ESAs, under each grant. This budget assumes a per site cost of approximately \$4,000 for the Phase I ESAs and approximately \$40,000 each for the Phase II ESAs. The cost to prepare requisite technical plans is distributed across the per site costs. The majority of funds (\$400,000) will be spent on Phase II ESAs.

Task 3- Focused Use-based Cleanup Planning: (Hazardous Materials \$30,000 and Petroleum \$22,000): After Phase II reports are completed and the Coalition determines which properties have true development potential based on projected remedial costs, the status of existing infrastructure, etc., the consultant will develop focused use-based cleanup plans for up to five sites (three at hazardous sites and

two at petroleum sites) at an expected cost of approximately \$10,000. Preparation of cleanup plans will be consistent with submittal requirements of ODEQ and/or OCC.

Task 4- Community Engagement and Involvement (Hazardous Materials (\$10,700 and Petroleum \$10,700): The City will include community residents, business, property owners and stakeholder input throughout all phases of project planning and implementation. This will be accomplished with the assistance of our community partners and through existing meetings and media.

ii. Budget Table: Proposed Budget

Hazardous Categories	Task 1 Programmatic Support		Task 2 Site Assessment		Task 3 Cleanup/Reuse Planning		Task 4 Community Engagement & Involvement		Total
	Haz	Petro	Haz	Petro	Haz	Petro	Haz	Petro	
Personnel	\$12,000	\$12,000	-		-		\$3,690	\$3,690	\$31,380
Fringe	\$1,800	\$1,800	-		-		554	554	\$4,708
Travel	\$1,000	\$1,000	-		-		-	-	\$2,000
Equipment	-	-	-		-		-	-	
Supplies	\$500	\$500	-		-		-	-	\$1,000
Contractual	-	-	\$344,000	\$152,000	\$30,000	\$22,000	\$6,456	\$6,456	\$560,912
Total	\$15,300	\$15,300	\$344,000	\$152,000	\$30,000	\$22,000	\$10,700	\$10,700	\$600,000

V.B.2.c. Ability to Leverage (5 total points)

Coalition members have established a proven foundation of funding instruments to redevelop brownfield sites in the community. We have had wide success with a variety of public funding resources in combination with private equity, conventional financing, and various other specialized instruments. Specifically, we intend to bring the following leveraged resources to our brownfields projects:

- New Market Tax Credits are available.
- Community Development Block Grants
- Private Foundation Grants (Reynolds Foundation, Magic Johnson Foundation)
- Section 108 Loans, Small Business Loans and Economic Development Administration Loans ,
- ISTE/SAFET-LU funds and specific Department of Transportation grants
- Capital Improvement Program/GO Bond financing for public improvements projects which support private development.

Oklahoma City received a \$13.6 million TIGER grant from the Department of Transportation to assist in efforts to develop a comprehensive regional transit system. The City of Oklahoma City, the Association of Central Oklahoma Governments and Oklahoma Department of Transportation are providing combined matching funds of \$14.8 million toward the total project cost of \$28.4 million. The funding allows for the redevelopment of a multi-modal facility in the Target Area that will connect multiple transportation options and will enable the City to improve pedestrian access to and around the facility. For the MAPS 3 Civic Improvement projects, MAPS 3 funding is a secured amount of \$777 million obtained by a 7-year, 9-month one-cent sales tax that commenced on April 1, 2010 (see Attachment E). The process constructs approved projects as funds are collected.

The Coalition is also pursuing additional grant and loan dollars by applying for a Brownfields RLF for cleanup. The City currently has a Murrah Revitalization District RLF funded by HUD with approximately \$330,000 available. The City has recently formed a new RLF with approximately \$750,000 available with CDBG funds to target business loans in the CDRP areas. The City has nine Tax Increment Financing (TIF) districts that can provide additional financial resources for leveraging redevelopment projects.

V.B.3 Community Engagement (35 points)

V.B.3.a Plan for Involving Targeted Community & Other Stakeholders; and Communicating Project Progress (15 total points)

V.B.3.a.i. Community Involvement Plan (10 points)

The City of Oklahoma City, OCURA and OCRA Brownfields Coalition has been fortunate in that many of the key redevelopments, assessment projects and decision-making that has occurred (and will continue to occur) on brownfields sites in the City have been within the framework of wider planning efforts. This framework has helped to shape a robust public outreach and community involvement program around brownfields issues that provides opportunities for input and information across many outlets and forums. We have observed through many interactions with the public, that our community is engaged best through an array of participation tools. The Coalition looks forward to combining resources and strategies to further strengthen and continue public participation throughout the assessment grant cycle. Specifically, the Coalition will:

- Use established social media pages and websites for Coalition members and community partners to share information, allow for participation in electronic surveys and highlight successful projects. As an example, the OKCTalk blog forum has specifically focused around development issues and revitalization in our City;
- Use existing advisory boards meetings, public meetings and organizational meetings to interact with community partners and stakeholders. The Brownfields Coalition staff will attend meetings and participate in agenda items that pertain to brownfields and redevelopment decisions. As an active community, we have found that tying into existing meetings allows for more cohesive participation from stakeholders. For example, the MAPS public development projects engage the community through the MAPS Citizens Advisory Board. The Citizens Advisory Board established Subcommittees to oversee each MAPS 3 project and review project choices, consultant findings (including assessment and environmental findings) and provide input into project decisions. Subcommittees report to the Citizens Advisory Board monthly on the status of each project. The Coalition will attend these meetings regularly to interact with stakeholders, answer questions about the Brownfields Program and receive feedback;
- Work with district organizations that represent property owners, business owners, and interested public to hold public information meetings and gather input from the public in districts or areas where a community involvement strategy has not yet been established. The Coalition staff will actively seek input on site selection and planning in the Target Area and will be available via phone, email or in person to share information and receive input;
- Interact with traditional media outlets such as the *Daily Oklahoman* newspaper which routinely covers and highlights key downtown development;
- Provide hard copy and electronic brochures and educational tools to developers and community partners to introduce them to the brownfields program and process. Oklahoma City already has several informational handouts that have been developed specifically for this purpose;
- Attend professional meetings and present at conferences related to brownfields issues. Brownfields projects involve a range of professionals that can support, provide feedback and bring

new projects to the Brownfields Program. The Coalition members will attend professional meetings and present on topics related to brownfields assessment;

- Attend Coalition partner public board meetings (OCRA and OCURA) to keep board members and citizens who attend involved in the brownfields process and to request feedback.
- Provide staff community liaisons to explain the assessment process for projects that require more personal meetings with landowners and project partners.

V.B.3.a.ii. Communicating Progress (5 points)

Based on previous funding awarded to the City, the Coalition understands the importance of highlighting success and demonstrating progress to the community. Staff will enter assessment results into EPA's ACRES database in a timely manner. This information then is elevated to a more public platform, EPA's Cleanups in My Communities website. The Coalition members will use the above-mentioned community involvement strategies to engage the public both before and after assessment activities. The Coalition will communicate progress in brochures, on their websites, Cable Channel 20 spots, press releases, public notices published in local newspapers, site tours, charities, citizen advisory committees, citizen stakeholder meetings, social media and City Council presentations. The City also has an established contract with a company to provide translators when needed to communicate with those who do not speak English. Coalition staff will continue to attend subcommittee meetings, community meetings and coordinate with the City's Public Information Department to ensure the progress of projects is communicated.

V.B.3.b Partnerships with Government Agencies (10 total points)

V.B.3.b.i. Local/State/Tribal Environmental Authority (5 points)

The Coalition will continue to coordinate with the Oklahoma Department of Environmental Quality (ODEQ), which oversees hazardous substances sites, and the Oklahoma Corporation Commission (OCC), which oversees petroleum sites, and the Oklahoma Department of Labor (ODOL) which oversees asbestos cleanups on Brownfields efforts. The City has partnered with ODEQ on several annual Oklahoma Brownfields Conferences to educate businesses on the benefits of redeveloping brownfields. In marketing efforts, the City routinely refers clients to both ODEQ, ODOL and OCC. City staff have provided technical assistance to some of ODEQ's local grantees in understanding and completing grant requirements. The City believes in leveraging the resources of all agencies to redevelop Brownfields sites. Enrollment in cleanup oversight by OCC, ODEQ and/or ODOL is required when RLF funds are involved. As a past example, the OCC, with the aid of the Oklahoma Energy Resources Board, provided cleanup assistance to the City on the site of the Bricktown Fire Station. The City, OCC, ODEQ, OCURA and the City recently partnered on the redevelopment of a former Steelyard into a mixed use, mixed income redevelopment.

V.B.3.b.ii. Other Relevant Government Partnerships (5 points)

EPA and US Army Corps of Engineers, HUD, and OCURA are all partners in an on-going river front redevelopment effort located in the Target Area. An additional agency partner is the Oklahoma City-County Health Department (OCCHD). The City's Planning Department has a full time staff position that was previously funded by a grant with the OCCHD, but has recently been funded through the City's General fund. The City is a member of the Wellness NOW coalition which is spearheaded by the OCCHD – the Mayor is one of the co-chairs. The City also works closely with OCCHD on their zip-code level health indicators, called Wellness Scores which is used in-part to track effectiveness of our community revitalization efforts.

V.B.3.c Partnerships with Community Organizations (10 points)**V.B.3.c.i. Community Organization Description & Roles (5 points)**

Listed below are key community partners involved with the brownfields program redevelopment efforts:

Organization	Description/Role
<u>The Alliance</u>	This local economic development agency is a non-profit organization focused on working with the private sector on financing redevelopment projects. The Alliance will integrate the Brownfields (BF) program with development deals in the Target Area.
<u>Urban Land Institute (ULI)</u>	ULI provides leadership in responsible land use and creating thriving communities worldwide. Members include bankers, developers, planners, and real estate professionals. ULI deals with BF issues nationwide and the local group shares information about BF program services with their members. ULI will invite staff to explain BF assistance that is available.
<u>Greater Oklahoma City Chamber</u>	Partners with the City to recruit businesses to locate in the OKC and the Target Area. The Chamber provides information, including BF resources available in information packets to those interested in locating within the Urban Core.
<u>Downtown OKC (DOKC)</u>	A non-profit organization with a mission to assist the revitalization of the City's downtown area. DOKC manages the downtown Business Improvement District, which communicates with property owners across the downtown sectors. DOKC assist the City in promoting BF assistance to property owners in meeting and emails.
<u>Community Action Agency of Oklahoma City and Oklahoma/Canadian Counties, Inc. (CAA)</u>	CAA is a grass roots agency that promotes self-sufficiency of socially, economically, and culturally disadvantaged citizens. CAA partners with businesses and agencies to address substance abuse, home repair, child-care, economic development, and home ownership amongst others. CAA's provides business loans and partners with the City's BF RLF project. For one CAA project, the City conducted the ESA and provided a \$50,000 ARRA RLF loan; CAA provided a Section 108 RLF for redevelopment. We plan to partner with CAA on future development opportunities that require business financing.
<u>Uptown23</u>	Uptown 23 rd is an association of business owners and key stakeholders who work together to redevelop the NW 23 rd business district. Coalition staff will work with the association to inform them of assessment funds available to perform assessment to ensure proper due diligence and promote responsible redevelopment.
<u>Plaza District</u>	The Plaza District Association is a 501c3 organization established in 1997 to revitalize the NW 16th Street corridor in Oklahoma City, known as The Plaza. Coalition staff will work with the association to inform them of assessment funds available to perform assessment to ensure proper due diligence and promote responsible redevelopment.

V.B.3.c.ii. Letters of Commitment (5 points)

Letters of Commitment are included from all of the Community Organizations above and are included in Attachment D.

V.B.4 Project Benefits (25 points)**V.B.4.a Health and/or Welfare and Environment (10 points)****V.B.4.a.i Health and/or Welfare Benefits (5 points)**

Assessment funds will be used on projects that will make Oklahoma City a more walkable, active, sustainable city. The projects will be built around the City's new park, modern street car, sidewalks and walking and bike trails that are planned in the Target Area. Parks provide intrinsic environmental, aesthetic, and recreation benefits. They are also a source of positive economic benefits. They enhance property values, increase municipal revenue, bring in homebuyers and workers, and attract retirees. These projects will be built to support multi-modal transportation, getting people out and walking and reducing

obesity rates while improving air quality. The MAPS 3 Park and trails are designed to provide access for a diverse population of people with activities for all, regardless of socio-economic status. The goal is to maintain the current area residents and increase density through safe infill development; this will promote an increasingly diverse and enriched population. By providing more mixed-use housing options we can create neighborhoods with a variety of housing and price points. This will raise the median income of the area, breaking the sustained poverty trend of the past 13 years. Higher density equals more demands for products and services in the area which will also create more jobs to reduce the unemployment rate.

V.B.4.a.ii Environment Benefits (5 points)

Many of the project sites and adjacent corridors are now in underdeveloped areas on or near brownfield sites that need evaluation and/or remediation to improve the community environment. The MAPS Public Development Projects, Housing Development and the CDRP areas projects in the Target Area will work to redevelop sites which, in many cases, were former vacant industrial uses, to a higher/better use for the community. The Brownfield assessment funds will assist in engaging the public, identifying contamination, evaluating risks to redevelopment plans, and finding means to remove/mitigate contamination. By identifying and addressing the asbestos, petroleum constituents, solvents, heavy metals and other unknowns we can take necessary steps to ensure that redevelopments are protective of public health and help to reduce the high risk for cancer in the Target Area.

V.B.4.b Environmental Benefits from Infrastructure Reuse/Sustainable Reuse (8 points)

V.B.4.b.i Policies, Planning, and Other Tools (5 points)

The Coalition members have a goal to promote sustainable redevelopment in our inner core. The Downtown Design Framework adopted by the Oklahoma City Council on September 29, 2015, defines a vision for downtown Oklahoma City that will help facilitate coordination of public and private investment. The C2S area within our Target area was the subject of a *Blight Study* completed by the OKC Planning Department in 2009. In February 2010, the area was declared blighted and subject to an Urban Renewal Plan under state law.

Coalition members have participated in planning and open space initiatives which the MAPS 3 revenue is implementing, allowing the City to move forward with plans for a new central park and improved connections to the Oklahoma River. Other redevelopment concepts include an urban transit component, and designs to promote walkability and bicycle transport. The MAPS 3 Park design, a catalyst for projects this proposal supports, includes sustainable features such as stormwater recycling for irrigation, wind turbines to capture one of Oklahoma's unlimited resources, and photovoltaic cells to generate electricity for on-site use, all of which support a renewable energy initiative.

OKC is placing emphasis on sustainable practices and green building ordinances as evidenced by our Office of Sustainability, which is working on the Oklahoma City Sustainability Plan. It is anticipated that civic buildings in the target area will be designed using sustainability concepts to set the standard for development in the surrounding community. Most projects will entail infill sites and will use existing infrastructure. Replacing current underutilized or blighted properties with civic projects, green space, and new environmentally sound development will be the focus of subsequent projects.

V.B.4.b.ii Integrating Equitable Development or Livability Principles (3 points)

All the effort associated with the proposed grant and the related programs are responsive to each of the Livability Criteria of HUD. The Coalition will leverage federal investments already used for disaster

response and utilize the Neighborhood Stabilization Program (NSP), Community Development Block Grant (CDBG) and HOME funds that can incentivize equitable, affordable housing options in the Target Area. The City's Department of Sustainability and Plan OKC, includes mixed-use higher density development, more transportation choices, transit oriented development, low-impact development that support existing communities, and increased greenspace.

V.B.4.c Economic and Community Benefits (Long-term benefits (7 points))

V.B.4.c.i Economic or Non- Economic Benefits (5 points)

This grant will result in increased property tax revenue, by assisting in the redevelopment efforts of vacant underutilized sites. This will increase density, provide jobs and reduce crime. Environmental benefits include increased number of affordable housing units to be built around the new 70 acre park area. By supporting projects around new transit options, citizens have the option to go car less, something that improves air quality and is currently very difficult in Oklahoma City.

The first MAPS projects brought about a renewed pride in OKC; it has since generated over \$5 billion in private investment and has been key in recruiting and/or retaining companies like AAA, Quad Graphics, Dell, Devon Energy, Continental Resources and GE Global Research Oil and Gas Technology Center and Boeing. MAPS 3 continues to be both a quality of life and an economic development initiative.

This grant will target MAPS 3 and private development projects including downtown housing and the Commercial District Revitalization Program areas within the Target area. Economic benefits include:

- Housing development around the MAPS 3 Park will have access to a centerpiece green space designed for the entire community. The park will provide opportunities for walking/biking/running trails, picnic sites, youth sports fields, play areas, public art, interactive water features, and will promote a healthy lifestyle to both surrounding residents and employees of nearby businesses. The park and housing will be key in revitalizing a blighted area.
- \$130 million of MAPS 3 funding is dedicated to a modern streetcar planned to initially cover 5 to 6 miles in the Target Area. The goal is to establish a hub to support multiple types of transportation, improving OKC's entire transit system. Based on similar projects in other cities, redevelopment and economic boost around the fixed transit system is expected.
- \$280 million is dedicated to a new convention center. This will triple the City's existing exhibit space, double ballroom meeting space, offer improved parking and a higher quality facility. In 1990, tourism generated about \$860,000 in Oklahoma County; in 2012, it generated \$2.5 billion. This facility is expected to create 700 new jobs and support convention and tourism businesses.
- The goal of CDRP is to increase economic development in aging commercial districts by uniting business owners in common goals to support marketing, public infrastructure, and new business recruitment/infill development. Investments in these areas will create jobs and stabilize the neighborhoods around them.
- The site NW of the New Downtown Park is currently vacant and owned by a Trust. This site is expected to act as an Anchor for the park. Once redeveloped, this site will bring in property taxes, sales tax and create jobs.

These projects are designed to improve the quality of life for OKC's residents as well as act as economic drivers. The projects encourage a healthy lifestyle and promote reduced reliance on automobiles. Promoting and providing options for healthier lifestyles is important for City residents who suffer from high rates of obesity (over 32.5% of adults and 17% of Oklahoma youth were obese in 2010 according to the

CDC). In addition, alternative transportation modes have obvious public health benefit in increasing air quality through reduced automobile emissions. Long-term effects can be tracked through the aggregate Wellness Scores (factoring demographics, social, economic, and health conditions) produced by the Oklahoma City-County Health Department.

V.B.4.c.ii Job Creation Potential: Partnerships with Workforce Development Programs (2 points) The nearest job training program was funded by EPA in 2013 & 2015 at Rose State College in Midwest City, OK. This program offers an environmental training curriculum with a focus on water and wastewater treatment, which also offers HAZWOPER. Coalition staff has met with Rose State College staff to discuss partnering and promoting both programs. The State Department of Labor has training opportunities for lead-based paint and asbestos abatement; the brownfields program refers training inquiries to these entities. Any direct employment opportunities relating to brownfields assessment, cleanup, or redevelopment on Coalition projects are advertised and available on City and coalition member websites.

V.B.5 Programmatic Capability and Past Performance (40 points)

V.B.5.a Programmatic Capability (28 points)

The City has successfully managed all EPA brownfields agreements since the original pilot grant was awarded in 1998. The Planning Department has maintained dedicated staff to manage the implementation and programmatic requirements of numerous federal grants for decades. The Planning Department's Community Development Division administers approximately 66 federal grant contracts including the Brownfields grants.

The City's Brownfields Program is located within the Community Development Division of the Planning Department. Chris Varga, the Division manager has managed the OKC Brownfields Program for seven years. Mr. Varga has a M.S. in Environmental Science and over 20 years of experience managing environmental programs and staff. Mr. Varga performs a management and oversight role and contracts out assessment activities to qualified environmental firms with appropriate credentials, selected in compliance with Competitive Procurement Standards in 40 CFR Part 31.36. Mr. Varga has experience and qualifications to oversee contractors, interpret data, and provide critical review of plans and processes developed for assessment and remedial plans.

Amanda Alewine, Brownfields Planner has worked in Brownfields redevelopment for the past seven years, has worked in business/real estate development for over 15 years, and is a certified Economic Development Finance Professional. Municipal legal counselors are also engaged with this project, with municipal accountants responsible for all financial reporting on this grant.

Brownfields staff maintains contracts with two environmental companies, with the qualifications and expertise to do all required assessment and cleanup planning work. Staff routinely interfaces with the ODEQ Brownfields staff and personnel in the City Engineer's office responsible for the Quality Management Plan for the Brownfields Program. Should any of the Coalition/City brownfields positions be vacated, the City has depth within the team to continue until that position can be filled. If a position were vacated, the City would engage its routine personnel process to hire a replacement with the appropriate knowledge, skills and ability.

V.B.5.b Audit Findings (2 points)

The City has never received an adverse audit finding on a Brownfields grant.

V.B.5.c Past Performance and Accomplishments (10 points)**V.B.5.c.i Currently or Has Ever Received an EPA Brownfields Grant (10 points)****V.B.5.c.i.1 Compliance with grant requirements (5 points)**

The City has received a number of prior BF grants and has complied with all BF grant requirements, including work plans, schedules, and terms and conditions. The City has spent all funds allocated to us within the specified grant time on all closed grants. Seventy-five percent of the open 2013 petroleum assessment funds have been spent. Ninety-five percent of the site specific funds have been spent.

All quarterly reporting, MBE-WBEs, financial status reporting and other reporting have been in compliance with EPA agreements. Detailed information in each quarterly report conveys the goals, milestones, and other notable accomplishments with applicable dates. The City routinely enters information about assessments and project successes in ACRES.

The City has had many successful BF grants; the open grants are summarized below.

Assessment Grants	Start Date	End Date	Grant Amount	Funds Remaining	Redevelopment \$ Leveraged
2008 – RLF BF–96679701	10/1/08	9/30/17	4,119,399	914,532.53	\$81,250,001 ¹
2013 Petro BF00F71501-0	10/1/13	9/30/16	200,000	\$51,653.86	40,000,000 ¹
2012-Site Specific Assessment BF00F24401	10/1/12	9/13/18	\$350,000	\$16,988.75	Leveraged funds for park = \$130,000,000 ¹
2015 Site Specific Cleanup	10/1/15	9/30/18	200,000	200,000	
2015 Site Specific Cleanup	10/1/15	9/30/18	200,000	200,000	
2015 Site Specific Cleanup	10/1/15	9/30/18	200,000	200,000	

¹These cost are estimated, redevelopment projects are in process

The BF Program receives requests for assessment on a routine basis and The City is currently acquiring property in the southern public park alone that could utilize all remaining assessment funds in the combined three assessment grants. Requests are anticipated to exceed available assessment funding in the 1st quarter 2016. The City is currently working on multiple sites expected to utilize all remaining RLF funds. The City is seeking assessment funds to support redevelopment in the Target Area (the NRSA). There were no funds remaining in any of the previous Brownfields grants.

V.B.5.c.i.2 Accomplishments (5 points)

The City of Oklahoma City has received three RLF grants, eight assessment grants and three site specific cleanup grants. 98 parcels have been assessed through the City's program, with seven projects cleaned up utilizing BF RLF funds and many others cleaned up using private funds. These are collectively expected to leverage over \$2 billion in funding by 2021. Three of these projects received the regional *Phoenix Award* and one received the Brownfields *Renewal Award*. The MAPS initiative was awarded the EPA Region VI 2009 *Phoenix Award* and 2009 *Brownfields Renewal Award* for environmental cleanup and redevelopment. The success of the first MAPS led to the MAPS for Kids initiative that invested \$700 million in projects to support OKC's public schools.

Several projects consist of multiple parcels funded through different grants which have been entered into ACRES. Staff is working with EPA to determine how to most accurately reflect cleanup and redevelopment dollars for projects with multiple parcels.

Threshold Criteria

Threshold Criteria for Assessment Grants

III. C.1 Applicant Eligibility

This Coalition Assessment grant application includes three coalition members: the City of Oklahoma City, the Oklahoma City Urban Renewal Authority and the Oklahoma City Redevelopment Authority. Each applicant is eligible for grant funding as detailed below.

The City of Oklahoma City (“OKC” or “City”), Oklahoma is a general-purpose unit of local government as defined under 40 CFR Part 31.

The Oklahoma City Urban Renewal Authority is the Land Clearance Authority or other quasi-governmental entity that operates under the supervision and control of, or as an agent of, a general purpose unit of local government.

The Oklahoma City Redevelopment Authority is a Redevelopment Agency that is chartered or otherwise sanctioned by a state.

III.C.2 Letter from the State or Tribal Environmental Authority

Please refer to Attachment B for the Oklahoma Department of Environmental Quality (DEQ) and Oklahoma Corporation Commission (OCC) letters of acknowledgement.

III.C.3 Community Involvement

The City of Oklahoma City, OCURA and OCRA Brownfields Coalition has been fortunate in that many of the key redevelopments, assessment projects and decision-making that has occurred (and will continue to occur) on brownfields sites in the City have been within the framework of wider planning efforts. This framework has helped to shape a robust public outreach and community involvement program around brownfields issues that provides opportunities for input and information across many outlets and forums. We have observed through many interactions with the public, that our community is engaged best through an array of participation tools. The Coalition looks forward to combining resources and strategies to further strengthen and continue public participation throughout the assessment grant cycle. Specifically, the Coalition will:

- Use established social media pages and websites for Coalition members and community partners to share information, allow for participation in electronic surveys and highlight successful projects. As an example, the OKCTalk blog forum has specifically focused around development issues and revitalization in our City;
- Use existing advisory boards meetings, public meetings and organizational meetings to interact with community partners and stakeholders. The Brownfields Coalition staff will attend meetings and participate in agenda items that pertain to brownfields and redevelopment decisions. As an active community, we have found that tying into existing meetings allows for more cohesive participation from stakeholders. For example, the MAPs public development projects engage the community through the MAPs Citizens Advisory Board. The Citizens Advisory Board established Subcommittees to

oversee each MAPS 3 project and review project choices, consultant findings (including assessment and environmental findings) and provide input into project decisions. Subcommittees report to the Citizens Advisory Board monthly on the status of each project. These meetings are aired live on City Channel 20 and replayed at 6:30 at night. All Advisory Board and Subcommittee Meetings are open to the public. The Coalition will attend these meetings regularly to interact with stakeholders, answer questions about the Brownfields Program and receive feedback;

- Will work with district organizations that represent property owners, business owners, and interested public to hold public information meetings and gather input from the public in districts or areas where a community involvement strategy has not yet been established (for example, the Commercial District Revitalization Program areas). The Coalition staff will actively seek out input on site selection and planning in the target area and will be available via phone, email or in person to share information and receive input;
- Interact with traditional media outlets such as the Daily Oklahoman newspaper which routinely covers and highlights key downtown development;
- Provide hard copy and electronic brochures and educational tools to developers and community partners to introduce them to the brownfields program and process. Oklahoma City already has several informational handouts that have been developed specifically for this purpose;
- Attend professional meetings and present at conferences related to brownfields issues. Brownfields projects include a range of professionals that can support, provide feedback and bring new projects to the Brownfields Program. The Coalition members will attend professional meetings and present on topics related to brownfields assessment;
- Attend Coalition partner public board meetings (OCRA and OCURA) to keep board members and citizens who attend involved in the brownfields process and to request feedback.
- Provide staff community liaisons to explain the assessment process for projects that require more personal meetings with landowners and project partners.

III.C.4 Property Specific Determination for Eligibility (Site-Specific Proposals Only- Does Not Apply)

Letter from State Environmental Authority

The Oklahoma Department of Environmental Quality

The Oklahoma Corporation Commission



SCOTT A. THOMPSON
Executive Director

OKLAHOMA DEPARTMENT OF ENVIRONMENTAL QUALITY

MARY FALLIN
Governor

December 1, 2015

Amanda Alewine
Oklahoma City Planning Department
420 West Main, 9th Floor
Oklahoma City, OK 73102

Subject: State Acknowledgement Letter for the FY16 Brownfields Community-Wide Hazardous Substances and Petroleum Assessment Grant Application for Oklahoma City, Oklahoma

Dear Ms. Alewine:

The Oklahoma Department of Environmental Quality (DEQ) acknowledges and supports the Coalition made up of The City of Oklahoma City, the Oklahoma City Redevelopment Authority, and the Oklahoma City Urban Renewal Authority in their application for a U.S. Environmental Protection Agency Brownfields Community-Wide Combined Hazardous Substances and Petroleum Assessment Grant.

The Community-Wide Assessment Grant will assist the City in support of the redevelopment efforts in the Neighborhood Revitalization Strategy Area (NRSA) in the central core of the City and surrounding areas, currently a focus for pivotal growth and redevelopment. The NRSA includes several public projects as well as private development spurred by the third round of MAPS (Metropolitan Area Projects), Oklahoma City's penny sales tax initiative. To date the 1st and 2nd round of MAPS public investment has been leveraged with over \$5 billion in private development.

The DEQ encourages the voluntary cleanup and reuse of contaminated properties and has successfully partnered with the City on several projects that have had a positive impact on the City of Oklahoma City. DEQ staff members are available to consult with the City on Brownfields issues and provide technical assistance as needed. For additional information, please contact Heather Mallory, one of my staff at (405) 702-5135. I wish you great success in this endeavor and look forward to working with you in the future.

Sincerely,

Kelly Dixon, Director
Land Protection Division

KD/hm

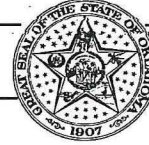


OKLAHOMA
CORPORATION COMMISSION

P.O. BOX 52000
OKLAHOMA CITY, OKLAHOMA 73152-2000

255 Jim Thorpe Building
Telephone: (405) 521-2500
FAX: (405) 522-0757

OIL & GAS CONSERVATION DIVISION



POLLUTION ABATEMENT
Underground Injection Control

November 9, 2015

Attn: Amanda Alewine
Oklahoma City Planning Department
420 West Main, 9th Floor
Oklahoma City, OK 73102

Dear Ms. Alewine,

I am pleased to acknowledge awareness of and announce the Oklahoma Corporation Commission Brownfield Program's strong support of the coalitions of the City of Oklahoma City, the Oklahoma City Redevelopment Authority and the Oklahoma Urban Renewal Authority in their proposal to the U.S. EPA for Brownfield site assessments funds in the amount of \$600,000. I understand that the requested Assessment Grant would significantly assist Oklahoma City in continuing their work towards planning and executing property acquisition and redevelopment in the Oklahoma City area. Oklahoma Corporation Commission (OCC) staff has identified several potential petroleum brownfield sites in this area, and we understand there may also be hazardous materials brownfield sites in the area from other industrial activities. We keep in mind Oklahoma City's extensive, impressive experience with assessing multiple types of brownfields when we say that we believe that you would use an assessment grant efficiently and effectively to identify areas of contamination.

As Brownfield Program Manager at the OCC, I am excited that this grant would give Oklahoma City the opportunity to assess properties in the area to locate and understand the contaminants that exist and are in need of abatement. Your work will blend closely with our efforts to reduce the number of petroleum brownfield sites in both Oklahoma City and the state of Oklahoma. OCC staff is available to consult with Oklahoma City on brownfield issues and provide technical assistance regarding petroleum storage tanks, exploration and production wells, and any other type of petroleum or oilfield contamination issue as needed. I wish you continued success in your endeavors and look forward to working with you in the future.

Sincerely,

A handwritten signature in blue ink, appearing to read "Jeff Myers".

Jeff Myers
Brownfields Manager
j.myers@occcemail.com
405-522-2764

Documentation of Applicant Eligibility

The City of Oklahoma City - Not Applicable, Applicant is a City

The Oklahoma City Urban Renewal Authority – Attached

The Oklahoma City Redevelopment Authority - Attached

4.62a

TRANSCRIPT OF ORGANIZATION

OF THE

OKLAHOMA CITY URBAN RENEWAL AUTHORITY

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } SS.

I, Orvin Crist, do hereby certify that I am the duly appointed, qualified and acting Clerk of the City of Oklahoma City, and

(1) That I am the keeper of its records including the journal of the proceedings of the City of Oklahoma City;

(2) That the attached instrument is a true and correct excerpt from the Minutes of the regular meeting of the City Council of Oklahoma City held on June 27, 1961, and duly recorded in my office;


(3) That said meeting was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of such meeting was given. A legal quorum was present throughout the meeting and a legally sufficient number of the members of the Governing Body, the City Council of Oklahoma City, voted in proper manner adopting the resolution included in the excerpts of said Minutes. All other proceedings and requirements under law incident to the proper adoption of said resolution set forth in said Minutes have been duly fulfilled, carried out and otherwise observed;

(4) The seal affixed below is the official seal of the City of Oklahoma City, and this Certificate is hereby executed under such official seal;

(5) The undersigned is duly authorized to execute this Certificate;

(6) On June 27, 1961, the duly elected members of the City Council of Oklahoma City were: William C. Kessler, Harry Bell, Ray Martin, William E. Ware, Ty Aker, Harold C. Johnson, Lonnie W. Sage and Wayne Speegle.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 14th day of February, 1963.



Orvin Crist
Clerk of Oklahoma City.

(SEAL)

Oklahoma City, Oklahoma
June 27, 1961

THE CITY COUNCIL met in regular session at 9:00
o'clock A.M. with all members present.

* * * * *

Moved by Mr. Ware, seconded by Mr. Bell that the
resolution adopted by the Planning Commission be received
and placed on file and the RESOLUTION relating to the exercise
of the Authority and powers granted to the City of Oklahoma
City and the Urban Renewal Authority of said City by the
Urban Redevelopment Law of the State of Oklahoma; finding
that blighted areas exist within the corporate boundaries;
and authorizing the mayor to appoint a Board of Commissioners
for such Urban Renewal Authority be introduced and read.
Motion was read and adopted by the following roll call vote;
Ayes, Messrs. Bell, Kessler, Martin, Ware, Sage,

Aker, Speegle and Johnson.

R E S O L U T I O N

A RESOLUTION RELATING TO THE EXERCISE OF THE AUTHORITY AND
POWERS GRANTED TO THE CITY OF OKLAHOMA CITY AND THE URBAN
RENEWAL AUTHORITY OF SAID CITY BY THE URBAN REDEVELOPMENT
LAW OF THE STATE OF OKLAHOMA; FINDING THAT BLIGHTED AREAS
EXIST WITHIN THE CORPORATE BOUNDARIES; AND AUTHORIZING THE
MAYOR TO APPOINT A BOARD OF COMMISSIONERS FOR SUCH URBAN
RENEWAL AUTHORITY.

WHEREAS, under the provisions of Title 11, O.S. 1939,
supp., Section 16.51 et seq. (hereinafter referred to as the
Urban Redevelopment Law) The City of Oklahoma City is authorized
to undertake Urban Renewal Activities for the purpose of rehabil-
itating, conserving and redeveloping blighted areas within the
City, and

WHEREAS, said Urban Redevelopment Law defines a blighted area as one in which there are properties, buildings, or improvements, whether occupied or vacant, whether residential or non-residential, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces; population overcrowding; improper subdivision or obsolete platting of land, inadequate parcel size; arrested economic development; improper street layout in terms of existing or projected traffic needs, traffic congestion or lack of parking or terminal facilities needed for existing or proposed land uses in the area, predominance of defective or inadequate street layouts; faulty lot layout in relation to size, adequacy, accessibility or usefulness; insanitary or unsafe conditions, deterioration of site or other improvements; diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land; defective or unusual conditions of title; any one or combination of such conditions which substantially impair or arrest the sound growth of incorporated cities, or constitutes an economic or social liability, or which endangers life or property by fire or other causes, or is conducive to ill health, transmission of disease, mortality, juvenile delinquency, or crime and by reason thereof, is detrimental to the public health, safety, morals or welfare, and

WHEREAS, certain blighted areas exist within the corporate areas of The City of Oklahoma City which are detrimental to the economic and social welfare of said City and constitute a hazard and danger to the public health, safety and welfare.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF
THE CITY OF OKLAHOMA CITY:

SECTION 1. That the Council hereby finds and determines that blighted areas as defined in the Urban Redevelopment Law of the State of Oklahoma exist within the corporate boundaries and jurisdiction of the City and that the rehabilitation, conservation, redevelopment or a combination thereof of such areas is necessary in the interest of the public health, safety, morals and welfare of the residents of such area.

SECTION 2. That the Council hereby elects to have the Urban Renewal Authority of The City of Oklahoma City exercise the authority and powers granted by said Urban Redevelopment Law and hereby finds and determines that such action will be and is in the public interest.

SECTION 3. That the Mayor, subject to the approval of the Council, is hereby authorized to appoint a Board of Commissioners of said Urban Renewal Authority consisting of five (5) members; that the term of office of each commission member shall be three (3) years, except that of the initial members appointed, one (1) shall serve for a term of one (1) year and two (2) shall serve for a term of two (2) years, and that all terms of office shall expire as of July 31, all as provided by said Urban Redevelopment Law.

ADOPTED by the Council of The City of Oklahoma City
and approved by the Mayor this 27 day of June, 1961.

(Seal)
ATTEST:

/s/ Orvin Crist
City Clerk

/s/ James H. Norick
Mayor

APPROVED as to form and legality this 23rd day of June, 1961.

/s/ Edward H. Moler
Municipal Counselor

Moved by Mr. Ware, seconded by Mr. Bell that the Resolution be adopted as read. Motion was read and adopted by the following roll call vote:

Ayes, Messrs. Bell, Kessler, Martin, Ware,
 Sage, Akor, Speegle and Johnson.

* * * * *

Moved by Mr. Speegle, seconded by Mr. Sage that the Council adjourn until 9:00 o'clock A.M., Thursday, June 29, 1961. Motion was adopted by unanimous vote.

/s/ James H. Norick
Mayor

ATTEST:

/s/ Orvin Crist
City Clerk

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } SS.

I, Orvin Crist, do hereby certify that I am the duly appointed, qualified and acting Clerk of the City of Oklahoma City, and that

(1) I am the keeper of its records including the journal of the proceedings of the City Council of Oklahoma City;

(2) The attached instrument is a true and correct excerpt from the Minutes of the regular meeting of the City Council of Oklahoma City held on October 31, 1961, and duly recorded in my office;

(3) Said meeting was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of said meeting was given. A legal quorum was present throughout the meeting and a legally sufficient number of the members of the Governing Body, the City Council of Oklahoma City, voted in the proper manner adjourning said regular meeting of October 31, 1961 to November 2, 1961.

(4) The seal affixed below is the official seal of the City of Oklahoma City, and this Certificate is hereby executed under such official seal;

(5) The undersigned is duly authorized to execute this Certificate.

(6) The legally elected members of the City Council of Oklahoma City on the 31st day of October, 1961 were:

William C. Kessler, Harry Bell, Ray Martin, William E. Ware, Ty Aker, Harold C. Johnson, Lonnie W. Sage and Wayne Speegle, and where in the attached Minutes any motion is shown to have been unanimously adopted or any resolution unanimously approved, all of such Councilmen present at said meeting voted aye and

and none of the Councilmen present at such meeting voted
nay.

IN WITNESS WHEREOF the undersigned has hereunto
set his hand this 14th day of February, 1963.



Orvin Crist
Clerk of the City of Oklahoma City.

(SEAL)

Oklahoma City, Oklahoma
October 31, 1961

THE CITY COUNCIL met in regular session at 9:00
o'clock A.M. with all members present.

* * * * *

Moved by Mr. Bell, seconded by Mr. Aker that the
Council adjourn until 9:00 A.M., Thursday, November 2, 1961.
Motion was adopted by unanimous vote.

/s/ James H. Norick
Mayor

ATTEST:

/s/ Orvin Crist
City Clerk

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } SS.

I, Orvin Crist, do hereby certify that I am the duly appointed, qualified and acting Clerk of the City of Oklahoma City, and

(1) That I am the keeper of its records including the journal of the proceedings of the City Council of Oklahoma City;


(2) That the attached instrument is a true and correct excerpt from the Minutes of the regular adjourned meeting of the City Council of Oklahoma City held on November 2, 1961, and duly recorded in his office;

(3) That said meeting was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of such meeting was given. A legal quorum was present throughout the meeting, and a legally sufficient number of members of the Governing Body, the City Council of Oklahoma City, voted in the proper manner approving the appointment of the nominations of members of the Oklahoma City Urban Renewal Authority. All other proceedings and requirements under law incident to the proper approval of said appointments have been duly fulfilled, carried out and otherwise observed;

(4) The seal affixed below is the official seal of the City of Oklahoma City, and this Certificate is hereby executed under such official seal;

(5) The undersigned is duly authorized to execute this Certificate.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 14th day of February, 1963.



Orvin Crist
Clerk of Oklahoma City.

(SEAL)

THE CITY COUNCIL of the City of Oklahoma City,
Oklahoma County, State of Oklahoma, met in regular adjourned
session, in the Council Chamber in the Municipal Building in
said city on the 2nd day of November, A.D., 1961, at 9:00
o'clock A.M.

PRESENT:

William C. Kessler, Vice Mayor

Harry Bell

Ty Aker

Ray Martin

Harold L. Johnson

William E. Ware

Councilmen

Orvin Crist, City Clerk

ABSENT:

Lonnie W. Sage and Wayne Speegle,
Councilmen

James H. Norick, Mayor

* * * * *

Vice Mayor Kessler submitted the following nominations
to the Urban Renewal Authority:

C. Kenneth Woodard
2329 N. W. 49th
for 3-year term

Granville Tomerlin
2001 N. W. 35th
for 3-year term
(Member at Large)

Reuben Martin
1236 S. W. 40th
for 2-year term

Joe C. Scott,
for 2-year term

F. D. Moon
for 1-year term.

Moved by Mr. Bell that the appointments be approved.

Mr. Martin - I would like to say this in all fairness to you. Don't think it is proper or right for you as acting mayor to take advantage of the mayor since he is out of town -- think you are using bad judgment in taking advantage of a situation -- think it should be left to mayor.

Mr. Kessler - Mayor has attempted twice and not succeeded and it takes a majority vote of the council to approve.

Mr. Ware - Over 90 days ago I asked the Mayor if we couldn't get together and come up with urban renewal board because of interest in it. We all recognized need and at that time Mayor did not want to discuss it. He did not bring it up for discussion again until a week ago Tuesday when he presented five names of his own choosing. We asked him before the meeting not to present them, to give us opportunity to get together and he refused to do it. Have no assurance that the Mayor would initiate this program next Tuesday or any Tuesday after that. He hasn't indicated by his past action that he wants to cooperate with the council and that must be done.

Mr. Bell asked Mr. Martin if he had taken advantage of the Mayor when he was out of town.

Mr. Martin stated he did not take his prerogative.

Mr. Ware seconded the motion.

Mr. Kessler - Original choices of the Mayor were strictly his. No consultation with the council.

The Roll was then called on the motion, which motion was read and adopted by the following roll call vote: Ayes, Messrs. Bell, Kessler, Martin, Ware, Aker and Johnson.

Mr. Martin requested that it be put of record that he voted "Aye" on all members of the Urban Renewal Authority WITH THE EXCEPTION of Granville Tomerlin, member at large, on whom he voted "No".

* * * * *

Moved by Mr. Bell, seconded by Mr. Ware that the Council adjourn. Motion was adopted by unanimous vote.

/s/ William C. Kessler
Vice Mayor

ATTEST:

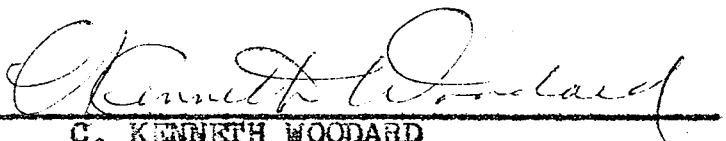
/s/ Orvin Crist
City Clerk

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } SS.

I, C. KENNETH WOODARD, do hereby certify that I am the duly appointed, qualified and acting Secretary of the Oklahoma City Urban Renewal Authority and keeper of its records. Attached hereto is a true and correct copy of an excerpt from the Minutes of a Special Meeting of the Oklahoma City Urban Renewal Authority held on January 24, 1962. Said Meeting was duly convened and held in all respects in accordance with law. Due and proper notice of such meeting was given. A legal quorum was present throughout the meeting. Affixed hereto is the official seal of the Oklahoma City Urban Renewal Authority. The undersigned is duly authorized to execute this Certificate.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 14th day of February, 1963.


C. KENNETH WOODARD
Secretary, Oklahoma City
Urban Renewal Authority.

(SEAL)

MINUTES OF THE SPECIAL MEETING OF THE
OKLAHOMA CITY URBAN RENEWAL AUTHORITY
OF OKLAHOMA CITY, OKLAHOMA

The Special Meeting of the Oklahoma City Urban Renewal Authority of Oklahoma City, Oklahoma, was held Wednesday, January 24, 1962, at 4:00 o'clock P.M. in the Mayor's Conference Room on the Third Floor of the Municipal Building, Oklahoma City, Oklahoma, pursuant to written notice of such Special Meeting heretofore given.

The following Commissioners were present:

Granville Tomerlin
Joe C. Scott
F. D. Moon
Reuben G. Martin
C. Kenneth Woodard

being all of the Commissioners of said Authority.

The Chairman, Mr. Tomerlin, suggested that the first order of business would be the consideration of By-laws for the Authority. Discussion was had with respect to the proposed By-laws that had been previously furnished to each Commissioner of the Authority by C. K. Woodard, Secretary of the Authority.

After discussion, Mr. Joe C. Scott moved the adoption of the proposed By-laws as a part of the permanent record of the Authority. Mr. Moon seconded such motion. The Chairman announced that in the absence of objection, such By-laws will be discussed and voted on as a whole, rather than section by section, in view of the prior circulation thereof. Upon roll call, the vote on the Motion was as follows:

Joe C. Scott	Aye
F. D. Moon	Aye
Reuben G. Martin	Aye
C. Kenneth Woodard	Aye
Granville Tomerlin	Aye

There were no "nay" votes. The Motion was therefore unanimously passed and the proposed By-laws became the official By-laws of the Authority.

The Chairman announced nominations were open for a permanent Secretary of the Authority. Mr. C. Kenneth Woodard was nominated by Reuben G. Martin and there being no further nominations, Mr. Joe C. Scott moved that nominations be closed and that Mr. Woodard be elected Permanent Secretary of the Authority. Upon roll call, the vote was as follows:

Joe C. Scott	Aye
F. D. Moon	Aye
Reuben G. Martin	Aye
C. Kenneth Woodard	Aye
Granville Tomerlin	Aye

There were no "nay" votes. The Motion unanimously carried and C. Kenneth Woodard unanimously elected Permanent Secretary of the Authority.

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } ss.

I, Orvin Crist, do hereby certify that I am the duly appointed, qualified and acting Clerk of the City of Oklahoma City, and

(1) That I am the keeper of its records including the Journal of the proceedings of the City of Oklahoma City;

(2) That the attached instrument is a true and correct excerpt from the Minutes of the regular meeting of the City Council of Oklahoma City held on July 31, 1962, and duly recorded in my office;

(3) That said meeting was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of such meeting was given. A legal quorum was present throughout the meeting and a legally sufficient number of members of the Governing Body, the City Council of Oklahoma City, voted in the proper manner approving the appointment of F. D. Moon as a member of the Oklahoma City Urban Renewal Authority. All other proceedings and requirements under law incident to the proper approval of said appointment have been duly fulfilled, carried out and otherwise observed;

(4) The seal affixed below is the official seal of the City of Oklahoma City, and this Certificate is hereby executed under such official seal;

(5) The undersigned is duly authorized to execute this Certificate;

(6) On July 31, 1962, the duly elected members of the City Council of Oklahoma City were: William C. Kessler, Harry Bell, Ray Martin, William E. Ware, Ty Aker, Harold C. Johnson, Lonnie W. Sage and Wayne Speegle.

IN WITNESS WHEREOF the undersigned has hereunto
set his hand this 14th day of February, 1963.



Orvin Crist
Clerk of Oklahoma City.

(SEAL)

Oklahoma City, Oklahoma
July 31, 1962

THE CITY COUNCIL met in regular session at 9:00
o'clock A.M. with all members present:

* * * * *

Moved by Mr. Martin, seconded by Mr. Bell that
Mayor Norick's reappointment of F. D. Moon as a member of
the Urban Renewal Authority be APPROVED. Motion was read
and adopted by the following roll call vote:

Ayes, Messrs. Bell, Kessler, Martin, Ware,

Sage, Aker, Speegle and Johnson

* * * * *

Moved by Mr. Martin, seconded by Mr. Bell that the
Council adjourn. Motion was adopted by unanimous vote.

/s/ James H. Norick
Mayor

ATTEST:

/s/ Orvin Crist

Orvin Crist, City Clerk

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies, as follows:

(1) That he is the duly qualified and acting City Clerk of the City of Oklahoma City, Oklahoma, herein called the "Municipality," and the keeper of its records including the Journal of proceedings of the City Council of Oklahoma City, Oklahoma, herein called the "Governing Body";

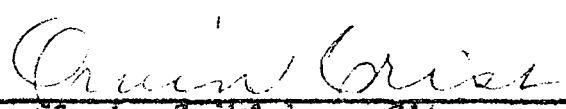
(2) That the attached resolution is a true and correct copy of the resolution as finally adopted at a meeting of the Governing Body held on the 27 day of June, 1961, and duly recorded in his office;

(3) That said meeting was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting, and a legally sufficient number of members of the Governing Body voted in the proper manner and for the adoption of said resolution; and all other requirements and proceedings under law incident to the proper adoption or passage of said resolution, have been duly fulfilled, carried out, and otherwise observed;

(4) That if an impression of the seal has been affixed below, it constitutes the official seal of the Municipality and this certificate is hereby executed under such official seal. If no seal has been affixed below, the Municipality does not have and is not legally required to have an official seal;

(5) That the undersigned is duly authorized to execute this certificate.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 23rd day of January, 1963.



City Clerk of Oklahoma City

(SEAL)

R E S O L U T I O N

A RESOLUTION RELATING TO THE EXERCISE OF THE AUTHORITY AND POWERS GRANTED TO THE CITY OF OKLAHOMA CITY AND THE URBAN RENEWAL AUTHORITY OF SAID CITY BY THE URBAN REDEVELOPMENT LAW OF THE STATE OF OKLAHOMA FINDING THAT BLIGHTED AREAS EXIST WITHIN THE CORPORATE BOUNDARIES; AND AUTHORIZING THE MAYOR TO APPOINT A BOARD OF COMMISSIONERS FOR SUCH URBAN RENEWAL AUTHORITY.

WHEREAS, under the provisions of Title 11, O.S. 1959, supp Section 16.51 et seq. (hereinafter referred to as the Urban Redevelopment Law) The City of Oklahoma City is authorized to undertake Urban Renewal Activities for the purpose of rehabilitating, conserving and redeveloping blighted areas within the City, and

WHEREAS, said Urban Redevelopment Law defines a blighted area as one in which there are properties, buildings, or improvements whether occupied or vacant, whether residential or non-residential, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces; population overcrowding; improper subdivision or obsolete platting of land, inadequate parcel size; arrested economic development; improper street layout in terms of existing or projected traffic needs, traffic congestion or lack of parking or terminal facilities needed for existing or proposed land uses in the area, predominance of defective or inadequate street layouts, faulty lot layout in relation to size, adequacy, accessibility or usefulness; insanitary or unsafe conditions, deterioration of site or other improvements; diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land; defective or unusual conditions of title; any one or combination of such conditions which substantially impair or arrest the sound growth of incorporated cities, or constitutes an economic or social liability, or which endangers life or property by fire or other causes, or is conducive to ill health, transmission of disease, mortality, juvenile delinquency, or crime and by reason thereof, is detrimental to the public health, safety, morals or welfare, and

WHEREAS, certain blighted areas exist within the corporate areas of The City of Oklahoma City which are detrimental to the economic and social welfare of said City and constitute a hazard and danger to the public health, safety and welfare,

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF OKLAHOMA CITY:

SECTION 1. That the Council hereby finds and determines that blighted areas as defined in the Urban Redevelopment Law of the State of Oklahoma exist within the corporate boundaries and jurisdiction of the City and that the rehabilitation, conservation, redevelopment or a combination thereof of such areas is necessary in the interest of the public health, safety, morals and welfare of the residents of such area.

SECTION 2. That the Council hereby elects to have the Urban Renewal Authority of The City of Oklahoma City exercise the authority and powers granted by said Urban Redevelopment Law and hereby finds and determines that such action will be and is in the public interest.

SECTION 3. That the Mayor, subject to the approval of the Council, is hereby authorized to appoint a Board of Commissioners of said Urban Renewal Authority consisting of five (5) members; that the term of office of each commission member shall be three (3) years, except that of the initial members appointed, one(1) shall serve for a term of one (1) year and two (2) shall serve for a term of two (2) years, and that all terms of office shall expire as of July 31, all as provided by said Urban Redevelopment Law.

ADOPTED by the Council of The City of Oklahoma City and approved by the Mayor this 27 day of June, 1961.

/s/ James H. Horick
Mayor

(Seal)

ATTEST:

/s/ Orvin Crist
City Clerk

APPROVED as to form and legality this 23rd day of June, 1961

/s/ Edward H. Moler
Municipal Counselor

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } SS.

I, Orvin Crist, do hereby certify that I am the duly appointed, qualified and acting Clerk of the City of Oklahoma City, and

(1) That I am the keeper of its records including the journal of the proceedings of the City Council of Oklahoma City;

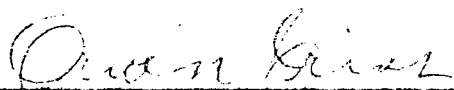
(2) That the attached instrument is a true and correct excerpt from the Minutes of the regular ^{advised} meeting of the City Council of Oklahoma City held on November 2, 1961, and duly recorded in his office;

(3) That said meeting was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of such meeting was given. A legal quorum was present throughout the meeting, and a legally sufficient number of members of the Governing Body, the City Council of Oklahoma City, voted in the proper manner approving the appointment of the nominations of members of the Oklahoma City Urban Renewal Authority. All other proceedings and requirements under law incident to the proper approval of said appointments have been duly fulfilled, carried out and otherwise observed;

(4) The seal affixed below is the official seal of the City of Oklahoma City, and this Certificate is hereby executed under such official seal;

(5) The undersigned is duly authorized to execute this Certificate.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 23rd day of January, 1963.



Orvin Crist
Clerk of Oklahoma City.

(SEAL)

Vice Mayor Kessler submitted the following nominations to the Urban Renewal Authority:

C. Kenneth Woodard, 2324 NW 49, for 3-year term
Granville Tomerlin, 2001 NW 35, for 3-year term
(member at Large)
Reuben Martin, 1236 SW 40, for 2-year term
Joe C. Scott, for 2-year term
F. D. Moon, for 1-year term

Moved by Mr. Bell that the appointments be approved.

Mr. Martin - I would like to say this in all fairness to you. Don't think it is proper or right for you as acting mayor to take advantage of the mayor since he is out of town -- think you are using bad judgment in taking advantage of a situation -- think it should be left to mayor.

Mr. Kessler - Mayor has attempted twice and not succeeded and it takes a majority vote of the council to approve.

Mr. Ware - Over 90 days ago I asked the Mayor if we couldn't get together and come up with urban renewal board because of interest in it. We all recognized need and at that time Mayor did not want to discuss it. He did not bring it up for discussion again until a week ago Tuesday when he presented five names of his own choosing. We asked him before the meeting not to present them, to give us opportunity to get together and he refused to do it. Have no assurance that the Mayor would initiate this program next Tuesday or any Tuesday after that. He hasn't indicated by his past action that he wants to cooperate with the council and that must be done.

Mr. Bell asked Mr. Martin if he had taken advantage of the Mayor when he was out of town.

Mr. Martin stated he did not take his prerogative.

Mr. Ware seconded the motion.

Mr. Kessler - Original choices of the Mayor were strictly his. No consultation with the council.

The Roll was then called on the motion, which motion was read and adopted by the following roll call vote: Ayes, Messrs. Bell, Kessler, Martin, Ware, Aker and Johnson. Mr. Martin requested that it be put of record that he voted "Aye" on all members of the Urban Renewal Authority WITH THE EXCEPTION of Granville Tomerlin, member at large, on whom he voted "No".

November 3, 1961

James H. Norick
Mayor of The City of Oklahoma
City

Roy H. Sentner
Municipal Counselor

Validity of Appointment of
Urban Renewal Authority

I am in receipt of your questions relating to the validity of the appointment of the members of the Urban Renewal Authority on November 2, 1961. The following paragraphs shall consider the questions you have raised pertaining to said appointments.

Question 1. Can a motion tabled by the City Council at its regularly scheduled meeting be taken up at a later meeting which is merely a continuance of said regular meeting?

Question 2. What vote is required to take up a tabled motion?

Question 3. Were the Renewal Authority appointments valid under the Oklahoma City Charter and prevailing ordinances?

Upon examination of the City Council minutes of its meeting held on October 31, 1961, it is evident that said meeting was adjourned to be continued on Thursday, November 2, 1961. This being true, the November 2nd meeting was merely a continuation of the regularly scheduled meeting held on October 31.

Article 2, Section 11 of the Oklahoma City Charter states in part as follows:

"The Council shall hold regular meetings on Tuesday of each week, or at such time as the Council may by ordinance designate, and may hold such adjourned meetings as it may find necessary for the dispatch of its business."

Under the above section the Council possessed the authority to hold an adjourned meeting on the Thursday following its regularly scheduled Tuesday meeting, provided such was found to be necessary for the dispatch of its business.

Article 2, Section 14 of the Oklahoma City Charter relates to rules of procedure to be followed by the Council and states:

"The Council shall, subject to the provisions of this Charter, determine its own rules of procedure, may punish its members for disorderly conduct and may compel the attendance of its members."

As provided by said section the Council may adopt its own rules of procedure, and would have the power to change any rules that it may have previously adopted or followed. At the present time there seems to be no written rules of procedure adopted by the Council for its use. However, Roberts Rules of Order, a widely accepted authority upon parliamentary procedure, in discussing the consideration of a question for a second time, states:

"When a question has not been voted on, but has been laid on the table, a majority may take it from the table and consider it at any time when no other question is before the assembly and when business of that class, or unfinished or new business, is in order during the same session; or at the next session in ordinary societies having regular meetings as often as quarterly."

"If a motion has been adopted, or rejected or postponed indefinitely, and afterwards one or more members have changed their views from the prevailing to the losing side, and it is thought that by further discussion the assembly may modify or reverse its action, the proper course is for one who voted with the prevailing side to move to reconsider the vote on the question. This can be done on the day the vote to be reconsidered is taken, or on the next succeeding day of the same session."

Since the Council has the power to enact its own rules of procedure under the City Charter, nothing would prohibit the Vice-Mayor from introducing for the consideration of the Council, a list of proposed members of the Urban Renewal Authority. Article 2, Section 10 of the Charter of Oklahoma City vests in the duly elected Vice-Mayor the authority to act as Mayor in the temporary absence of the Mayor. While acting in such capacity the Vice Mayor would have the power to carry out those functions of city government for which the duly elected Mayor is responsible.

Article 2, Section 10 states as follows:

"A Vice-Mayor shall be elected by the Council from its members and shall serve as such until another member is elected Vice-Mayor. The Vice-Mayor shall act as Mayor during the temporary absence or disability of the Mayor and while so acting shall vote as a Councilman and not as Mayor."

Based upon Section 20 of the Oklahoma City Charter which requires a majority vote of all members of the Council elected, in order to pass a municipal ordinance, it is my conclusion that unless the Charter specifically provides otherwise, only a vote of the majority of elected Councilmen is necessary to approve the proposed members of the Urban Renewal Authority.

CONCLUSION

Based on the foregoing discussion it must be concluded that the appointment of the Urban Renewal Authority, November 2, 1961, by the Vice-Mayor upon approval of a majority of the members of the City Council, is valid.

Roy H. Semtner
Municipal Counselor

C E R T I F I C A T E

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss.


I, Joe Mattox, do hereby certify that I am the duly elected Clerk of the County of Oklahoma, State of Oklahoma, and

1. That I am the keeper of the records of said County;
2. That the attached instruments are true and correct copies of the loyalty oaths of Granville Tomerlin, F. D. Moon, Reuben G. Martin, Joe C. Scott and C. Kenneth Woodard, Commissioners of the Oklahoma City Urban Renewal Authority of Oklahoma City, Oklahoma. The originals of said oaths are on file in my office.

3. The seal affixed below is my official seal and this certificate is hereby executed under such official seal.

4. The undersigned is duly authorized to execute this certificate.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 31st day of January, 1963.



Joe Mattox, County Clerk of
Oklahoma County, Oklahoma

(SEAL)

LOYALTY OATH

I, F. D. Moon, do solemnly swear (or affirm) that, consistent with my citizenship, I will support, obey and defend the Constitution of the United States and the Constitution of the State of Oklahoma, will not violate any of the provisions thereof, and will discharge the duties of my office or employment with fidelity.

I do further swear (or affirm) that I do not advocate by the medium of teaching, or justify, directly or indirectly, and am not a member of or affiliated with the Communist Party or the Cominform or with any party or organization, political or otherwise, known to me to advocate by the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

I do further swear (or affirm) that I will take up arms or render non-combatant service in the defense of the United States in time of war or national emergency, that is, if by valid law required.

I do further swear (or affirm) that during such time as I am...
Commissioner of Oklahoma City Urban Renewal Authority of...
Oklahoma City, Oklahoma.

(Here put name of office, or, if an employee, insert "An Employee Of" - followed by the complete designation of the employing officer, agency, authority, commission, department or institution.)

I will not advocate by the medium of teaching, or justify, directly or indirectly, and will not become a member of or affiliated with the Communist Party or the Cominform, or with any party or organization, political or otherwise, known to me to advocate through the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

F. D. Moon
F. D. Moon

Subscribed and sworn to before me this 3rd day of November, 1961.

My Commission Expires:

Dec 15, 1965

Ben E. Frazer
Notary Public, or other Officer
Authorized to administer Oaths or
Affirmations

LOYALTY OATH

~

I, C. Kenneth Woodard, do solemnly swear (or affirm) that, consistent with my citizenship, I will support, obey and defend the Constitution of the United States and the Constitution of the State of Oklahoma, will not violate any of the provisions thereof, and will discharge the duties of my office or employment with fidelity.

I do further swear (or affirm) that I do not advocate by the medium of teaching, or justify, directly or indirectly, and am not a member of or affiliated with the Communist Party or the Cominform or with any party or organization, political or otherwise, known to me to advocate by the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

I do further swear (or affirm) that I will take up arms or render non-combatant service in the defense of the United States in time of war or national emergency, that is, if by valid law required.

I do further swear (or affirm) that during such time as I am...
Commissioner of Oklahoma City Urban Renewal Authority of
Oklahoma City, Oklahoma.

(Here put name of office, or, if an employee, insert "An Employee Of" - followed by the complete designation of the employing officer, agency, authority, commission, department or institution.)

I will not advocate by the medium of teaching, or justify, directly or indirectly, and will not become a member of or affiliated with the Communist Party or the Cominform, or with any party or organization, political or otherwise, known to me to advocate through the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

C. Kenneth Woodard
C. Kenneth Woodard

Subscribed and sworn to before me this 3rd day of November, 1961

My Commission Expires:

Notary Public, or other Officer
Authorized to administer Oaths or
Affirmations

LOYALTY OATH

~o~

I, Granville Tomerlin....., do solemnly swear (or affirm) that, consistent with my citizenship, I will support, obey and defend the Constitution of the United States and the Constitution of the State of Oklahoma, will not violate any of the provisions thereof, and will discharge the duties of my office or employment with fidelity.

I do further swear (or affirm) that I do not advocate by the medium of teaching, or justify, directly or indirectly, and am not a member of or affiliated with the Communist Party or the Cominform or with any party or organization, political or otherwise, known to me to advocate by the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

I do further swear (or affirm) that I will take up arms or render non-combatant service in the defense of the United States in time of war or national emergency, that is, if by valid law required.

I do further swear (or affirm) that during such time as I am...

Commissioner of Oklahoma City Urban Renewal Authority of..

Oklahoma City, Oklahoma......

(Here put name of office, or, if an employee, insert "An Employee Of" - followed by the complete designation of the employing officer, agency, authority, commission, department or institution.)

I will not advocate by the medium of teaching, or justify, directly or indirectly, and will not become a member of or affiliated with the Communist Party or the Cominform, or with any party or organization, political or otherwise, known to me to advocate through the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

Granville Tomerlin
.....
Granville Tomerlin

Subscribed and sworn to before me this 3rd day of November....., 1961.

My Commission Expires:

September 1, 1962

Fat. Pinkerton.....
Notary Public, or other Officer
Authorized to administer Oaths or
Affirmations

LOYALTY OATH

I, ...Joe C. Scott....., do solemnly swear (or affirm) that, consistent with my citizenship, I will support, obey and defend the Constitution of the United States and the Constitution of the State of Oklahoma, will not violate any of the provisions thereof, and will discharge the duties of my office or employment with fidelity.

I do further swear (or affirm) that I do not advocate by the medium of teaching, or justify, directly or indirectly, and am not a member of or affiliated with the Communist Party or the Cominform or with any party or organization, political or otherwise, known to me to advocate by the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

I do further swear (or affirm) that I will take up arms or render non-combatant service in the defense of the United States in time of war or national emergency, that is, if by valid law required.

I do further swear (or affirm) that during such time as I am...

.....Commissioner of Oklahoma City Urban Renewal Authority of

.....Oklahoma City, Oklahoma.....

(Here put name of office, or, if an employee, insert "An Employee Of" - followed by the complete designation of the employing officer, agency, authority, commission, department or institution.)

I will not advocate by the medium of teaching, or justify, directly or indirectly, and will not become a member of or affiliated with the Communist Party or the Cominform, or with any party or organization, political or otherwise, known to me to advocate through the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

.....Joe C. Scott.....
Subscribed and sworn to before me this 17th day of November....., 1961

My Commission Expires:

3-11-63

.....
Notary Public, or other Officer
Authorized to administer Oaths or
Affirmations

LOYALTY OATH

2-20

I, Reuben G. Martin....., do solemnly swear (or affirm) that, consistent with my citizenship, I will support, obey and defend the Constitution of the United States and the Constitution of the State of Oklahoma, will not violate any of the provisions thereof, and will discharge the duties of my office or employment with fidelity.

I do further swear (or affirm) that I do not advocate by the medium of teaching, or justify, directly or indirectly, and am not a member of or affiliated with the Communist Party or the Cominform or with any party or organization, political or otherwise, known to me to advocate by the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

I do further swear (or affirm) that I will take up arms or render non-combatant service in the defense of the United States in time of war or national emergency, that is, if by valid law required.

I do further swear (or affirm) that during such time as I am...
Commissioner of Oklahoma City Urban Renewal Authority of...

Oklahoma City, Oklahoma
(Here put name of office, or, if an employee, insert "an Employee of" - followed by the complete designation of the employing officer, agency, authority, commission, department or institution.)

I will not advocate by the medium of teaching, or justify, directly or indirectly, and will not become a member of or affiliated with the Communist Party or the Cominform, or with any party or organization, political or otherwise, known to me to advocate through the medium of teaching, or justify, directly or indirectly, revolution, sedition, treason or a program of sabotage, or the overthrow of the government of the United States or of the State of Oklahoma, or a change in the form of government thereof by force, violence or other unlawful means.

Reuben G. Martin
Reuben G. Martin

Subscribed and sworn to before me this 19 day of November, 1961.

Louis E. Hillman
Notary Public, or other Officer
Authorized to administer Oaths or
Affirmations

WITNESSES:

December 8, 1962

STATE OF OKLAHOMA
COUNTY OF OKLAHOMA

} ss

A F F I D A V I T

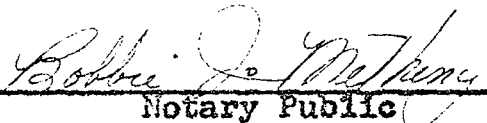
JOE C. SCOTT, of lawful age, being
first duly sworn, upon his oath, states:

That he has resided for five years within the corporate
limits of The City of Oklahoma City, Oklahoma, or an area annexed
to The City of Oklahoma City, Oklahoma.

Further affiant sayeth not.


Joe C. Scott

Subscribed and sworn to before me this 30th day of
January, 1963.


Notary Public

My commission expires:

Sept. 6, 1964
(SEAL)

STATE OF OKLAHOMA }
OKLAHOMA COUNTY }

33

A F F I D A V I T

F. D. MOON, of lawful age,
being first duly sworn, upon his oath, states:

That he has resided for five years within the corporate
limits of The City of Oklahoma City, Oklahoma, or an area annexed
to The City of Oklahoma City, Oklahoma.

Further affiant sayeth not.

F. D. Moon
F. D. MOON

Subscribed and sworn to before me this 30th day of
January 1963.

Robbie J. Matheny
Notary Public

My commission expires:

Sept. 6, 1964

(SEAL)

STATE OF OKLAHOMA }
OKLAHOMA COUNTY }

SS

A F F I D A V I T

C. KENNETH WOODARD, of lawful age, being
first duly sworn, upon his oath, states:

That he has resided for five years within the corporate
limits of The City of Oklahoma City, Oklahoma, or an area
annexed to The City of Oklahoma City, Oklahoma.

Further affiant sayeth not.

C. Kenneth Woodard
C. Kenneth Woodard

Subscribed and sworn to before me this 30th day of
January 1963.

Robbie D. Matheny
Notary Public

My commission expires:

Sept 6, 1964
(SEAL)

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA }

ss

A F F I D A V I T

REUBEN G. MARTIN, of lawful age, being
first duly sworn, upon his oath, states:

That he has resided for five years within the corporate
limits of The City of Oklahoma City, Oklahoma, or an area annexed
to The City of Oklahoma City, Oklahoma.

Further affiant sayeth not.

Reuben G. Martin
Reuben G. Martin

Subscribed and sworn to before me this 30th day of

January 1963.

Bobbie J. Matheny
Notary Public

My commission expires:

Sept 6, 1964

(SEAL)

STATE OF OKLAHOMA }

OKLAHOMA COUNTY }

SS

GRANVILLE TOMERLIN, of lawful age, being
first duly sworn, upon his oath, states:

That he has resided for five years within the corporate
limits of The City of Oklahoma City, Oklahoma, or an area annexed
to The City of Oklahoma City, Oklahoma.

Further affiant sayeth not.

Granville Tomerlin

Subscribed and sworn to before me this 30th day of

January 1963.

Bobbi J. Matheny
Notary Public

My commission expires:

Sept. 6, 1964

(SEAL)


C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } ss.

I, ORVIN CRIST, do hereby certify that I am
the duly appointed, qualified and acting Clerk of the
City of Oklahoma City, Oklahoma, and

1. That I am the keeper of its records;
2. That the attached instruments are true and
correct copies of the appointments of Granville Tomerlin,
as Chairman, and F. D. Moon, as Vice Chairman, of the
Oklahoma City Urban Renewal Authority.
3. The seal affixed below is the official seal
of the City of Oklahoma City and this certificate is hereby
executed under such official seal;
4. The undersigned is duly authorized to execute
this certificate.

IN WITNESS WHEREOF the undersigned has hereunto
set his hand this 28th day of January, 1963.



ORVIN CRIST
Clerk of the City of Oklahoma
City.

(SEAL)

JOHN B. BROWN
JOHN B. BROWN
JOHN B. BROWN
JOHN B. BROWN

JOHN B. BROWN
JOHN B. BROWN
JOHN B. BROWN
JOHN B. BROWN

THE CITY OF OKLAHOMA CITY

OKLAHOMA CITY, OKLA.

November 2, 1961

Mr. P. D. Noon,
1314 NE 8th Street,
Oklahoma City, Oklahoma.

Dear Mr. Noon:

This is to notify you of your appointment as
Vice Chairman of the Oklahoma City Urban Renewal
Board, effective as of this date.

Yours very truly,

William C. Kessler
William C. Kessler,
Vice Mayor

NCK
P


NOV 2 4 1961

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } ss.

I, C. KENNETH WOODARD, do hereby certify that I am the duly appointed, qualified and acting Secretary of the Oklahoma City Urban Renewal Authority and keeper of its records. Attached hereto is a true and correct copy of an excerpt from the Minutes of a Special Meeting of the Oklahoma City Urban Renewal Authority held on January 24, 1962. Said Meeting was duly convened and held in all respects in accordance with law. Due and proper notice of such Meeting was given. A legal quorum was present throughout the Meeting. Affixed hereto is the official seal of the Oklahoma City Urban Renewal Authority. The undersigned is duly authorized to execute this Certificate.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 31st day of January, 1963.



C. KENNETH WOODARD
Secretary, Oklahoma City Urban
Renewal Authority

(SEAL)

THE CITY OF OKLAHOMA CITY

OKLAHOMA CITY, OKLA.

SEPTEMBER 2, 1961

Mr. Granville Tomerlin
2001 N. W. 35
Oklahoma City, Oklahoma

Dear Mr. Tomerlin:

This is to notify you that you have been appointed Chairman of the Oklahoma City Urban Renewal Board as of this date.

Yours very truly,

Bill Easter
Mr. Bill Easter
Vice Mayor

BK:km

1-10-61 2 194

MINUTES OF THE SPECIAL MEETING OF THE
OKLAHOMA CITY URBAN RENEWAL AUTHORITY
OF OKLAHOMA CITY, OKLAHOMA

The Special Meeting of the Oklahoma City Urban Renewal Authority of Oklahoma City, Oklahoma, was held Wednesday, January 24, 1962, at 4:00 o'clock P.M. in the Mayor's Conference Room on the Third Floor of the Municipal Building, Oklahoma City, Oklahoma, pursuant to written notice of such Special Meeting heretofore given.

The following Commissioners were present:

Granville Tomerlin
Joe C. Scott
F. D. Moon
Reuben G. Martin
C. Kenneth Woodard

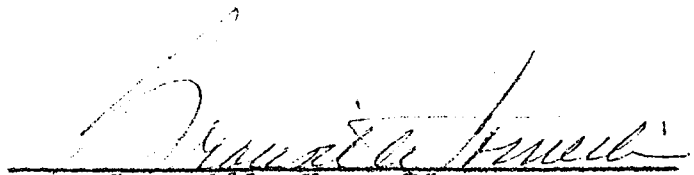
being all of the Commissioners of said Authority.

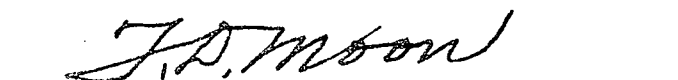
The Chairman, Mr. Tomerlin, suggested that the first order of business would be the consideration of By-Laws for the Authority. Discussion was had with respect to the proposed By-Laws that had been previously furnished to each Commissioner of the Authority by C. K. Woodard, Secretary of the Authority.

After discussion, Mr. Joe C. Scott moved the adoption of the proposed By-Laws a part of the permanent record of the Authority. Mr. Moon seconded such motion. The Chairman announced that in the absence of objection, such By-Laws will be discussed and voted on as a whole, rather than Section by Section, in view of the prior circulation thereof. Upon roll call, the Motion was unanimously passed and the proposed By-Laws became the official By-Laws of the Authority.

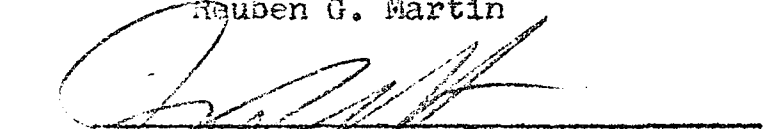
The Chairman announced nominations were open for a permanent Secretary of the Authority. Mr. C. Kenneth Woodard was nominated by Mr. Reuben G. Martin and thereafter there being no further nominations, Mr. Joe C. Scott moved that nominations be closed and that Mr. Woodard be elected Permanent Secretary of the Authority.


We, GRANVILLE TOMERLIN, F. D. MOON, REUBEN G. MARTIN, JOE C. SCOTT and C. KENNETH WOODARD, all of the Commissioners of the Oklahoma City Urban Renewal Authority, state that we received notice of the Meeting of the Oklahoma City Urban Renewal Authority held on January 24, 1962, that we were all present at said Meeting and that the attached excerpts from the Minutes of said Meeting are true and correct.


Granville Tomerlin


F. D. Moon


Reuben G. Martin


Joe C. Scott


C. Kenneth Woodard

C E R T I F I C A T E

STATE OF OKLAHOMA }
COUNTY OF OKLAHOMA } SS.

The undersigned hereby certifies as follows:

(1) That he is the duly appointed, qualified and acting secretary of the Oklahoma City Urban Renewal Authority, and the keeper of its records;


(2) That attached hereto is a true and correct copy of the By-Laws of the Oklahoma City Urban Renewal Authority adopted at a meeting of the members of the Authority held on the 24th day of January, 1962;

(3) Said meeting at which said By-Laws were adopted, was duly convened and held in all respects in accordance with law and to the extent required by law due and proper notice of such meeting was given. A legal quorum was present throughout the meeting and a legally sufficient number of members of the Governing Body voted in the proper manner and for the adoption of said By-Laws and all other requirements and proceedings under law incident to the proper adoption of said By-Laws have been duly fulfilled, carried out and otherwise observed;

(4) The seal affixed below constitutes the official seal of the Oklahoma City Urban Renewal Authority of Oklahoma City, Oklahoma;

(5) The undersigned is duly authorized to execute this Certificate.

IN WITNESS WHEREOF the undersigned has hereunto set his hand this 23 day of January, 1963.


C. Kenneth Woodard
Secretary of the Oklahoma City
Urban Renewal Authority.

(SEAL)

BY - LAWS
OF

OKLAHOMA CITY URBAN RENEWAL AUTHORITY OF
OKLAHOMA CITY, OKLAHOMA

SECTION 1. That the By-Laws of the Oklahoma City Urban Renewal Authority shall be as follows:

ARTICLE I - THE AGENCY

Section 1. Name. The name of the Authority shall be the "Oklahoma City Urban Renewal Authority."

Section 2. Seal. The seal of the Authority shall be in the form of a circle and shall bear the name, "Oklahoma City Urban Renewal Authority," the words, "Seal", and the name of the City, "Oklahoma City, Oklahoma".

Section 3. Office of Authority. The office of the Authority shall be at such place in the City of Oklahoma City as the Commissioners shall designate from time to time.

ARTICLE II- OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairman, a Vice Chairman, and a Secretary.

Section 2. Chairman. The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairman shall sign all contracts, deeds, and other instruments made by the Authority. At each meeting, the Chairman shall submit recommendations and information as he may consider proper concerning the business, affairs and policies of the Authority.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as a new Chairman shall have been appointed.

Section 4. Secretary. The Secretary shall have general supervision over the administration of the Authority's business and affairs, subject to the direction of the Commissioners. He shall be charged with the management of the affairs of the Authority.

The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his office. He shall keep in safe custody, the Seal of the Authority and shall have the power to affix such Seal to all contracts and instruments authorized to be executed on behalf of the Authority.

He shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. He shall sign all orders and checks for the payment of money and shall pay out and disburse such moneys under the direction of the governing

body except as otherwise authorized by resolution of the Commissioners, all such orders and checks shall be countersigned by the Chairman or the Vice Chairman. He shall keep regular books of accounts showing receipts and expenditures and shall render to the Authority quarterly (or oftener when requested), an account of his transactions and also of the financial condition of the Authority. He shall give such bond for the faithful performance of his duties as the governing body may designate. The Secretary shall receive no compensation as such.

Section 5. Additional Duties. The Officers of the Authority shall perform such other duties and functions as may from time to time be required by the governing body or by the By-Laws or rules and regulations of the Authority.

Section 6. Election or Appointment. The Chairman and Vice Chairman shall be designated from the duly appointed members of the Authority by the Mayor of the City of Oklahoma City. The Chairman and Vice Chairman shall serve terms of one (1) year, beginning August 1st of each calendar year or until a successor is named. Should the Mayor fail to designate a Chairman or Vice Chairman within thirty (30) days after the separation date of the former chairman, the members of the Authority may elect a Chairman and Vice Chairman from its membership by a simple majority vote of its members.

The Secretary shall be elected from the membership of the Authority by a simple majority vote of the members. The term of office shall be for one (1) year beginning August 1st of each calendar year, or until a successor is named. A temporary Secretary shall be selected from the membership during the absence or disability of the Secretary.

Section 7. Vacancies. Should the office of Chairman, Vice Chairman or Secretary become vacant, the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 8. Additional Personnel. The Authority may from time to time employ such personnel as it deems necessary to exercise its power, duties and functions as prescribed by the laws of the State of Oklahoma applicable thereto.

ARTICLE III - MEETING

Section 1. Annual Meeting. The annual meeting of the Authority shall be held on the 1st day of August at one-thirty (1:30) o'clock P.M., at the regular meeting place of the Authority. In the event such date shall fall on a Sunday, the annual meeting shall be held on the next succeeding secular day. The first annual meeting shall be held on August 1, 1962.

Section 2. Regular Meetings. Regular meetings shall be held at such time and place as may be designated by resolution of the Authority. In the event the day of a regular meeting shall be a Sunday or legal holiday, said meeting shall be held on the next succeeding secular day.

Section 3. Special Meetings. The Chairman of the Authority may, when he deems it expedient, and shall in any event upon the written request of two (2) members of the Authority, call a special meeting of the Commissioners for the purpose of transacting any business designated in the call. Where call is made at the request of two (2) member, it shall designate any business for consideration specified by the requesting member. The call of a special meeting

may be delivered to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least two (2) days prior to the date of such special meeting. At each special meeting no business shall be considered other than as designated in the call; however, if all of the members of the Authority are present at a special meeting, any item of business, whether or not designated in the call, may be transacted by and with their unanimous consent, and formal written call of such meeting may also be waived by this unanimous consent.

Section 4. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. Three (3) Commissioners shall constitute a quorum for the purposes of conducting its business and exercising its powers and for all other purposes, but a smaller number except in regard to a called special meeting may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Authority upon a favorable vote of at least three (3) Commissioners present.

Section 5. Order of Business. At the regular meetings of the Commissioners, the following shall be the order of business:

1. Roll Call
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications
4. Report of the Secretary
5. Report of Committees
6. Unfinished business
7. New business
8. Adjournment

Section 6. Manner of Voting. The voting on all questions coming before the authority shall be by roll call, and the AYE'S and NO'S shall be entered upon the minutes of such meeting, except in the case of elections when the vote may be by ballot.

ARTICLE IV - AMENDMENTS

Section 1. Amendments to By-Laws. The By-Laws of the Authority may be amended with the approval of at least three (3) of the Commissioners of the Authority at a regular or a special meeting.

Except by unanimous consent of all the Commissioners, no proposed amendment to the By-Laws shall be voted upon until the same shall have been reduced to writing, filed with the Secretary and read at the regular meeting immediately preceding the meeting at which the same is voted upon.

Section 2. That this Resolution and the By-Laws adopted hereby shall be in effect from and after its passage.

Passed and approved this 24th day of January, 1962.

ATTEST:


Secretary


Chairman

THE CITY OF OKLAHOMA CITY
OFFICE OF CITY CLERK
208 MUNICIPAL BUILDING
OKLAHOMA CITY, OKLAHOMA 73102

BOOK 1017 PAGE 9
BOOK 1027 PAGE 105
TRUST INDENTURE

000221

BOOK 5343 PAGE 780

BOOK 1873 PAGE 966

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DATE JUL 8 1985

TERRO REMOODY
OKLAHOMA COUNTY CLERK
RECORDED AND FILED

CREATING THE

11963

OKLAHOMA CITY REDEVELOPMENT AUTHORITY

KNOW ALL MEN BY THESE PRESENTS:

This Trust Indenture dated as of the 7 day of May, 1985, by and Between Scott Johnson, hereinafter referred to as the Trustor, and the Trustees designated as provided herein, and their respective successors as provided herein, to be known as the Oklahoma City Redevelopment Authority who shall be and are hereinafter referred to as Trustees of the said Authority, hereinafter referred to as "Authority" or "Trust".

WITNESSETH:

WHEREAS, the legislature of the State of Oklahoma has heretofore adopted certain legislation specifically to promote, stimulate and develop the general and economic welfare of Oklahoma and its communities and to assist in the development and redevelopment of central business districts of cities, thus promoting the general welfare of the citizens of the state; and

WHEREAS, in order to help bring to fruition the general economic development of the Beneficiary City (hereinafter defined) in conformity with the aforecited legislatively enunciated general public purposes and goals, the parties hereto do by these presents establish this economic development Authority for the sole benefit of the Beneficiary City, according to the terms and conditions and for the specific purposes herein set forth.

NOW THEREFORE in consideration of the payment by the Trustor to the Trustees of the sum of Ten Dollars (\$10.00), receipt of which is hereby acknowledged, the mutual covenants herein set forth, and other valuable considerations, the said Trustees agree to hold, manage, invest, assign, convey and distribute as herein provided, authorized and directed, such property as Trustor, or others may from time to time assign, transfer, lease, convey, give, bequeath, devise or deliver unto this Trust or the Trustees hereof.

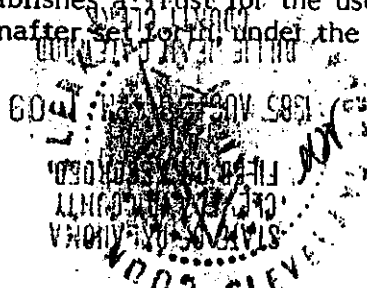
TO HAVE AND HOLD such property and the proceeds, rents, profits and increase thereon unto said Trustees and said Trustees' successors and assigns, but nevertheless in trust, for the use and benefit of The City of Oklahoma City, State of Oklahoma, such City being hereby designated and hereinafter referred to as "Beneficiary" or "Beneficiary City", and upon the following trust, terms and conditions herein stated.

Article I

Creation of Trust

The undersigned Trustor creates and establishes a Trust for the use and benefit of the beneficiary for the public purposes hereinafter set forth, under the provisions

State of Oklahoma
Canadian County
Filed for record July 31 19 85
at 10:05 A M and recorded in
Book 1330 Page 221
Fee \$ 42.00
MARK MISHOE
County Clerk



May 7, 1985

State of Oklahoma
Canadian County, SS:
Filed for record July 22 1985 at 1:00 O'clock PM
Kathy Varley, County Clerk, By: *[Signature]*

of Title 60, Oklahoma Statutes 1981, Sections 176 to 180.3, inclusive, as amended and supplemented, the Oklahoma Trust Act, Title 11 Oklahoma Statutes 1981, Sections 40-112 to 40-115, and other applicable statutes and laws of the State of Oklahoma.

Article II

Name and Effective Date of Trust

The Trustees of this Trust shall conduct all business and execute or authorize the execution of all instruments in the name of this Trust, which shall be the Oklahoma City Redevelopment Authority and otherwise perform the duties and functions required in the execution of this Trust, and hereby authorize the Chairman or Vice Chairman, Secretary or Assistant Secretary of the Trust to execute instruments on behalf of the Trust as directed by duly enacted resolutions of the Trust. This Trust Indenture shall be in full force and effect from and after the date of acceptance of beneficial interest herein by the Beneficiary.

Article III

Definitions

(a) "Act" shall mean the Oklahoma Public Trust Act, being Title 60, Oklahoma Statutes 1981, Sections 176 to 180.3, as amended and supplemented.

(b) "Authority" shall mean the Oklahoma City Redevelopment Authority created pursuant to this Indenture, and the Trustees thereof, acting on behalf of and in the name of said Authority, the same being alternately referred to as "Trust."

(c) "Trustees" shall mean the Trustees of the Authority.

(d) "Bonds" or "Notes" shall mean respectively the bonds and notes of the Authority authorized to be issued under this Indenture.

(e) "Beneficiary" or "Beneficiary City" shall mean The City of Oklahoma City, State of Oklahoma, acting by and through its City Council.

(f) "Governmental Agency" shall mean the United States of America and the State or any department, division, public corporation, public agency, political subdivision or other public instrumentality of either.

(g) "Lending Institution" shall mean any bank or trust company, Federal National Mortgage Association, mortgage banker, mortgage company, national banking association, savings bank, savings and loan association and any other financial institution or Governmental Agency or person.

(h) "Indenture" shall mean this Trust Indenture establishing the Authority, as amended and supplemented from time to time.

(i) "Mortgage" shall mean a mortgage, mortgage deed, deed of trust, security agreement or other instrument creating a lien on a fee interest in real and/or personal property located within the Beneficiary or a leasehold on such fee interest.

(j) "Mortgage Loan" means an interest bearing obligation secured by a Mortgage;

(k) "State" shall mean the State of Oklahoma.

(l) "Trust" shall mean the Oklahoma City Redevelopment Authority created pursuant to this Indenture, and the Trustees thereof, acting on behalf of and in the name of said Trust, the same being alternately referred to as "Authority."

(m) By-Laws" shall mean the By-Laws as may be adopted by the Authority as the same may be amended from time to time.

Article IV

Purposes of Trust

The purposes of this Trust are:

(1) To assist the Beneficiary, the State of Oklahoma, its Governmental Agencies, municipalities and private entities, agencies and citizens in making the most efficient use of all of their economic resources and powers in accord with the needs and benefit of the State of Oklahoma and the Beneficiary in order to lessen the burdens on government and to stimulate economic growth and development, specifically including, but not limited, to the power to conduct studies and prepare comprehensive plans relating to the future economic growth and redevelopment of blighted areas within the Beneficiary City; to inventory the services, facilities and resources of the entire Beneficiary City; to promote, stimulate, encourage and finance the growth, development and redevelopment of the industrial, commercial, retail, residential and public structures and spaces as may be appropriate, within the Beneficiary City as a whole, all in order to achieve maximum utilization of the Beneficiary City's human, economic and natural resources and tourist attractions; to foster and promote an industrial climate and the payroll of the Beneficiary City and to otherwise promote its general economic welfare and prosperity and to finance any and all programs, facilities or resources promoting or intending to promote any of the foregoing and, without restriction, in furtherance of the foregoing general objectives, the following specific powers or purposes, to-wit:

- (a) To promote and develop any and all public works projects or facilities of any type or description including but not limited to those for water, sewer, solid waste, natural gas or other public utilities of any type or description.
- (b) To promote, finance and develop commercial, retail, and industrial projects or facilities and to exercise all of the powers, privileges and prerogatives of redevelopment public trusts within this State.
- (c) To promote, finance and develop hospitals and other health care facilities and any other medically related facilities, including, but not limited to, medical and/or dental, optometric, osteopathic or chiropractic clinics, offices, laboratories, nursing homes, research facilities, geriatric facilities, retirement facilities, central service facilities and training facilities, extended care facilities, facilities for aged and/or disabled persons, day-care facilities for children and all other types of facilities for serving the medical and physical needs of people.

- (d) To promote, finance and develop projects or facilities relating to the development of energy of any sort or description including but not limited to those relating to the development of oil, gas, coal, gravel, lead, zinc or other minerals or hydro-carbons, the financing of oil and gas equipment, refineries, drilling and pumping rigs and equipment, or other energy development of any sort or description and synthetic fuel facilities.
 - (e) To promote, finance and develop projects, facilities, services and industries pertaining to the development or improvement of: individual, commuting and mass transportation; transportation generally; trucking; handling and shipping of goods; railroads; railroad rights-of-way; railroad equipment or rolling stock construction, repair or maintenance facilities; air transportation; public or mass transportation systems, facilities and equipment, and the financing of automobiles, trucks and vehicles of every sort and description; and other methods and modes of transporting people, goods and equipment of whatsoever kind or character, within the boundaries of the Beneficiary and to provide additional employment or increase transportation efficiency which will benefit and strengthen the economy of the Beneficiary.
 - (f) To promote, finance and develop recreational, cultural, tourism, entertainment and communication media projects or facilities including but not limited to mass-media broadcasting facilities such as radio, television, and cable television equipment and facilities, telemetering and telecommunications by whatever medium and method, either within or without the boundaries of The City of Oklahoma City.
 - (g) To plan, establish, develop, construct, finance, enlarge, remodel, acquire, improve, make alterations, extend, maintain, equip, operate, lease, furnish and regulate any facilities related to any of the foregoing, and, if desired, to lease such facilities and to operate the same in connection therewith, and to do, perform, own, acquire, construct or engage in or finance any other enterprise or activity, project or facility to such extent and in such manner as now is or may be considered a proper and lawful function of public trust entities within the State of Oklahoma.
- (2) To promote the development of adequate housing within the designated redevelopment area of the Beneficiary, whether owner-occupied dwellings or residential rental housing in any one or more of the following ways, to-wit:
- (a) By making or committing to make or participating in the making of loans to sponsors of such housing including but not limited to banks, savings and loan associations, mortgage lenders and other financial institutions by participating in loan-to-lenders housing finance programs and/or by participating in other housing finance programs;
 - (b) By making or committing to make or participating in the making of loans to persons, partnerships, corporations or other legal entities upon terms and conditions requiring such owners to use the proceeds of such loans to construct, acquire, rehabilitate or improve housing and such additional terms and conditions as may be set by the Authority;

- (c) By participating in all government agency programs relating to housing and housing projects;
 - (d) By participating in any other type of legally permitted housing finance program of any sort or description.
- (3) To provide funds and assistance for the purposes set out in this Indenture which include, among others:
- (a) the expansion of the supply of funds in the Beneficiary available for new mortgage loans on housing; and
 - (b) the provision of the additional housing needed to remedy the shortage of such housing within the boundaries of the Beneficiary and to upgrade sub-standard housing within the boundaries of the Beneficiary so as to eliminate the existence of sub-standard dwellings.
- (4) To hold, maintain and administer any leasehold rights in and to physical properties demised to the Beneficiary and to comply with the terms and conditions of any such lease.
- (5) To acquire by lease, purchase, production, reduction to possession or otherwise, and to plan, establish, develop, construct, enlarge, improve, extend, maintain, equip, operate, furnish, provide, supply, regulate, hold, store and administer any and all physical properties (real, personal or mixed), rights, privileges, immunities, benefits and any other thing of value, designated or needful for utilization in furnishing, providing or supplying the aforementioned services, utilities, buildings and facilities; to finance and refinance and to enter into contracts of purchase, lease-purchase or other interest in or operation and maintenance of said properties, and revenues thereof, and to comply with the terms and conditions of any such contracts, leases or other contracts made in connection with the acquisition, equipping, maintenance and disposal of any of said property; and to relinquish, dispose of, rent or otherwise make provisions for properties owned or controlled by the Trust but no longer needful for Trust purposes.
- (6) To acquire, construct, reconstruct, extend, lease, purchase, install, equip, maintain, repair, enlarge, remodel and operate any property, improvements, buildings and other facilities of every nature for use by the State of Oklahoma, the United States of America, or the Beneficiary, or for use by authorities or agencies of the State of Oklahoma, the United States of America or of the Beneficiary or of any municipality thereof, or for use by municipal or other political subdivisions of the Beneficiary, or for the use of the corporations, individuals, partnerships, associations or proprietary companies for industrial development; to plan, establish, develop, construct and enlarge, railroad and railway facilities, trucking, air transportation, public or mass transportation, and all phases of transportation relating to commerce; improve, extend, replace, reconstruct, repair, replace, operate and maintain railroad rights-of-way, truckage, air transportation, public or mass transportation projects, and related facilities, maintain, equip, operate, lease, furnish, provide, supply, regulate, hold, store and administer property, buildings, improvements and facilities of every nature, within the territorial boundaries of the Beneficiary which may be useful in securing, developing and maintaining facilities, Railroad rights-of-way and rail expansion, and the general transporting of goods or people in commerce generally.

(7) To perform on behalf of the Beneficiary the functions and powers as authorized by redevelopment, industrial and economic development statutes.

(8) To provide funds for the cost of financing, refinancing, acquiring, constructing, purchasing, equipping, maintaining, leasing, repairing, improving, extending, enlarging, remodeling, holding, storing, operating and administering any or all aforesaid property, improvements, buildings, facilities and all properties (real, personal or mixed) needful for executing and fulfilling the Trust purposes, as set forth in this instrument, and all other charges, costs and expenses necessarily incurred in connection therewith and in so doing, to incur indebtedness, either unsecured or secured by all or any part of the Trust Estate and its revenues.

(9) To expend all funds coming into the hands of the Trustees as revenue or otherwise for the payment of any indebtedness incurred by the Trustees for the purposes specified herein, and in the payment of the aforesaid costs and expenses, and in payment of any other obligation properly chargeable against the Trust Estate, and to distribute the residue and remainder of such funds to the Beneficiary.

Article V

Duration of Trust

This Trust shall have duration for the term of duration of the Beneficiary and until such time as its purposes shall have been fully fulfilled, or until it shall be terminated as hereinafter provided.

Article VI

The Trust Estate

The instruments executed for each project, and each issuance of Bonds and other evidences of indebtedness, shall set out the specific property of the Trust Estate pledged and mortgaged for payment of such indebtedness.

The Trust Estate shall consist of:

(1) The funds and property presently in the hands of the Trustees or to be acquired or constructed by Trustees and dedicated by the Trustor, the Beneficiary and others to be used for trust purposes.

(2) Any and all leasehold rights remised to the Trustees by the Beneficiary, and others as authorized and empowered by law.

(3) Any and all money, property (real, personal or mixed), rights, choses in action, contracts, leases, privileges, immunities, licenses, franchises, benefits, Mortgages, Mortgage Loans, collateral and all other things of value coming into the hands of the Trustee under the Trust Indenture.

(4) Cash in the sum of \$10.00 paid to the Trustees, receipt of which is hereby acknowledged by the Trustees.

Article VII

The Trustees

(1) There shall be seven (7) Trustees of this Trust, two (2) of whom shall be ex officio; and, notwithstanding anything to the contrary contained herein, each such ex officio Trustee shall serve only so long as he or she shall be a duly elected and qualified member of the City Council of The City of Oklahoma City. All seven (7) Trustees shall be citizens and residents of The City of Oklahoma City. Original Trustee DEAN HOYE shall serve for one year. Original Trustee STANTON YOUNG and original ex officio Trustee JERRY GILBERT shall each serve for two years. Original Trustee JAMES E. STEWART shall serve for three years. Original Trustee KE. SMITH and original ex officio Trustee GOREE JAMES shall each serve for four years. Original Trustee DARNARD A. LYON shall serve for five years. Upon expiration of any Trustee's term a successor Trustee to serve a three year term shall be appointed in the manner hereinafter set out. Vacancies occurring otherwise than through the expiration of a term shall be filled for the unexpired term in the manner hereinafter set out. All appointments of successor Trustees shall be made by nomination by the Mayor and confirmation by majority vote of the members of the City Council of The City of Oklahoma City. Notwithstanding any of the above, such City Council of the Beneficiary may, at any time, upon a majority vote, remove any Trustee from office, without cause, the objective of this provision being to insure at all times the control of this Authority by the said City Council of said Beneficiary. Each such successor in office shall without any further act, deed or conveyance, automatically become a Trustee of this Trust and becomes fully vested with all the estate, properties, rights, powers, duties and obligations of his predecessor hereunder with like effect as if originally named as a Trustee herein.

(2) The Trustees shall elect by majority vote one of their members to serve as Chairman. The Chairman of the Trustees shall preside at all meetings and perform other duties designated by the Trustees. The Trustees shall designate the time and place of all regular meetings. All actions by the Trustees pursuant to the provisions of this Trust Indenture shall be approved by the affirmative vote of at least a majority of the Trustees qualified to act as such under the provisions of this Trust Indenture. The Trustees shall select one of their members to be Vice Chairman who shall act in the place of the Chairman during the latter's absence or incapacity to act.

(3) The Trustees shall elect a Secretary of the Trustees and such Assistant Secretaries of Trustees as may be necessary or required, all of whom may or may not be a Trustee. The Secretary (and in his absence an Assistant Secretary) shall keep minutes of all meetings of the Trustees and shall maintain complete and accurate records of all their financial transactions, all such minutes, books and records to be on file in the office of the Trust. All meetings of the Trustees shall be open to the public, and conducted in conformity with the provisions of Oklahoma law related to open meetings, and the books, records and minutes of the Trustees shall be considered as public records and available for inspection at all times by any interested party.

(4) The Trustees may elect a Treasurer of the Trustees and such Assistant Treasurers of Trustees as may be necessary or required, all of whom may or may not be a Trustee.

(5) The Trustees may appoint a General Manager and/or Executive Director for the Trust Estate, and the Trustees may employ such other clerical, professional, legal and technical assistance as may be deemed necessary in the discretion of the Trustees to properly operate the business of the Trust Estate, and may fix their duties, terms of employment and compensation from the Trust Estate. All Trustees shall serve without compensation but shall be reimbursed for actual expenses incurred in the performance of their duties hereunder. In the event a General Manager and/or Executive Director for the Trust Estate is appointed by the Trustees, the said General Manager and/or Executive Director shall administer the business of the Trust Estate as directed from time to time by the Trustees.

(6) The Trustees are authorized to contract, in connection with the incurring of any funded indebtedness secured by the Trust Estate and/or its revenues, or any part of either or both, that in the event of a default in the fulfillment of any contract obligation undertaken on behalf of the Trust Estate or in the payment of any indebtedness incurred on behalf of the Trust Estate, that a Temporary Trustee or Trustees or Receiver shall be appointed to succeed to the rights, powers and duties of the Trustees then in office. Any such contract, if made, shall set out the terms and conditions under which such Temporary Trustee or Trustees or Receiver shall be appointed, and operate the Trust Estate and provide for compensation to be paid, and appointment to be vacated and permanent Trustees to be automatically reinstated upon termination of all defaults by which their appointment was authorized.

(7) Bonds or other evidences of indebtedness to be issued by the Trustees shall not constitute an indebtedness of the State or the Beneficiary or personal obligations of the Trustees of the Trust, but shall constitute obligations of the Trustees payable solely from the Trust Estate.

(8) The Trustees, the State, and the Beneficiary hereof shall not be charged personally with any liability whatsoever by reason of any act or omission committed or suffered in good faith or in the exercise of their honest discretion in the performance of such Trust or in the operation of the Trust Estate; but any act or liability for any omission or obligation of the Trustees in the execution of such Trust, or in the operation of the Trust Estate, shall extend to the whole of the Trust Estate or so much thereof as may be necessary to discharge such liability or obligation.

(9) Notwithstanding any other provision of this Indenture which shall appear to provide otherwise, no Trustee or Trustees shall have the power or authority to bind or obligate any other Trustee, or the Beneficiary, in his or its capacity, nor can the Beneficiary bind or obligate the Trust or any individual Trustee.

(10) The Trust shall cause to be prepared annually at the close of each fiscal year of the Trust, an audit of the funds, financial affairs and transactions of the Trust, including but not limited to all fees, salaries and expenditures in exact amounts and listing to whom paid. Such audit is to be certified with an unqualified opinion of an independent, certified public accountant. A copy of such annual audit shall be filed within the time period and in conformity with the provisions of Oklahoma law related thereto. Unless hereafter changed by resolution of the Trustees, the fiscal year of the Trust shall be identical with the calendar year. The cost of the foregoing audits shall be paid from the Trust Estate.

(11) Every person becoming a Trustee first shall take the oath of office required of an elected public officer. The oath of office shall be administered by any person

authorized to administer oaths in the State, and shall be filed with the City Clerk of the Beneficiary. Every officer and employee who handles funds of the Trust shall furnish a good and sufficient fidelity bond in an amount and with surety as may be specified and approved by the Trustees; the Trustees may, but shall not be obligated to, obtain bonds relating to the performance of their duties as Trustees. Such bonds shall be in a surety company authorized to transact surety business in the State of Oklahoma and the cost thereof shall be paid from funds of the Trust.

Article VIII

Powers and Duties of The Trustees

To accomplish the purposes of the Trust, the Trustees shall have, in addition to the usual powers incident to their office and the powers granted to them otherwise by law or in other parts of this Trust Indenture, the following rights, powers, duties, authority, discretion and privileges, all to be exercised on behalf of, and in the name of the Authority:

- (1) To sue and be sued;
- (2) To have a seal and alter same at pleasure;
- (3) To make and execute contracts and all other instruments necessary or convenient for the exercise of its powers and functions hereunder;
- (4) To make and alter by-laws for its organization and internal management as provided herein.
- (5) To make and alter Rules and Regulations pertaining to any loan or other program developed by the Authority.
- (6) To acquire, lease, convey or otherwise hold and dispose of real and personal property for its Trust purposes; provided that, no purchaser at any sale or lessee under a lease made by the Trustees shall be bound to inquire into the expediency, propriety, validity or necessity of such sale or lease or to see or be liable for the application of the purchase or rental monies arising therefrom.
- (7) To enter into contracts for sale of Bonds, Notes or other evidences of indebtedness, interim Notes or Bonds or other obligations of the Trust and to issue the same for any of the purposes of the Trust authorized hereby including but not limited to: the acquisition, construction, reconstruction, equipping or otherwise financing facilities discussed in Article IV hereof or for any other lawfully permitted facilities which may be secured with Mortgages, security interests or other collateral satisfactory to the Trustees; making Mortgage loans or purchasing Mortgage notes secured by Mortgages on dwellings; acquiring real or personal property or facilities at foreclosure of any loan or obligation or authorized to be acquired pursuant to the terms of this Trust Indenture or other purposes authorized under any instrument securing any indebtedness of the Trust; refunding or advance refunding any outstanding indebtedness of the Trust; creating any reserves or replacement funds, loan funds or other funds or accounts deemed advisable by the Trustees in the furtherance of the Trust purpose or in connection with the securing of any of the Trust's debts or the administration of Trust programs; and for any other purpose authorized by law and/or by Article IV hereof; and for those purposes the Trustees may:

- (a) Sell all Bonds, Notes or other evidences of indebtedness or obligations of the Trust at public or private sale in whole or in installments or series and on such terms and conditions and in such manner as is prescribed by law and as the Trustees shall deem to be in the best interest of the Trust Estate; and
- (b) Appoint and compensate attorneys, paying agencies and corporate Trustees in connection with issuance of any such Bonds, Notes, evidences of indebtedness or other obligations of the Trust; and
- (c) Pay all expenses incident to the creation of any indebtedness or the issuance of any Bonds or Notes including, but not limited to, printing expenses, feasibility studies, special consultants, travel expenses, reproduction expenses; and
- (d) Create any reserve fund and other funds and accounts as the Authority shall deem necessary or desirable in connection with the issuance of any Bonds, Notes or the incurrence of any such indebtedness.

Subject to the provisions of Sections (7) and (8) of Article VII hereof, any such indebtedness, Bonds or Notes shall be deemed to be incurred or issued on behalf of the Beneficiary and may be general or special obligations of the Trust as the Trustees may from time to time determine.

(8) To purchase or redeem their Bonds, Notes or other evidences of indebtedness in whole or in part prior to the stated maturity thereof as may be stated in any instrument authorizing the issuance or securing the payment of any such indebtedness.

(9) To pledge any or all of the Trust's revenues or assets to secure the payment of any of its indebtedness.

(10) To enter into any agreements with or participate in any programs of the Beneficiary, the State of Oklahoma, or any agency or instrumentality thereof, the United States of America, or any agency or instrumentality thereof.

(11) To enter into and execute, purchase, lease or otherwise acquire property, real, personal or mixed, contracts, leases, rights, privileges, benefits, choses in action or other things of value and to pay for the same in cash with bonds or other evidences of indebtedness or otherwise.

(12) To fix, demand and collect charges, rentals and fees for the services and facilities of the Trust and to discontinue furnishing of services and facilities to, and foreclose on any collateral of, any person, firm, or corporation, or public instrumentality, delinquent in the payment of any indebtedness to the Trust; to purchase and sell such supplies, goods and commodities as are incident to the operation of its properties.

(13) To make and perform contracts of every kind, including management contracts, with any person, firm, corporation, association, joint venture, trusteeship, municipality, government, sovereignty or other entity; and without limitation as to amount, to draw, make, accept, endorse, assume, guarantee, account, execute and issue promissory notes, drafts, bills of exchange, acceptances, warranties, bonds, debentures and other negotiable or non-negotiable instruments, obligations and

evidences of unsecured indebtedness, or of indebtedness secured by mortgage, deed of trust or otherwise upon any or all income of the Trust, in the same manner and to the same extent as a natural person might or could do. To collect and receive any property, collateral, money, rents, or income of any sort and distribute the same or any portion thereof for the furtherance of the authorized Trust purposes set out herein.

(14) To exercise or to request of, arrange or contract with the Beneficiary or any governmental unit, agency or political subdivision thereof for the exercise of eminent domain as necessary in establishing, operating, administering, and maintaining any Trust facilities, systems, projects or programs. Provided, however, the Trust shall exercise the power of eminent domain for the enumerated purposes only in the manner and only to the extent authorized in 11 O.S.A. §40-115; provided, further, in each instance the power of eminent domain shall be exercised by the Trust only after obtaining the prior approval of the City Council of The City of Oklahoma City, which approval may be conditioned in any manner deemed appropriate by the City Council.

(15) To expend all funds coming into the hands of the Trustees as revenue or otherwise for the payment of any indebtedness incurred by the Trustees for purposes specified herein, and in the payment of the aforesaid costs and expenses, and in payment of any other obligation properly chargeable against the Trust Estate, to from time to time transfer any surplus funds to the Beneficiary as the Authority in its sole discretion may determine, and to upon termination of the Trust, distribute the residue and remainder of such funds to the Beneficiary.

(16) To contract for services with firms or persons or other units and entities of government or private entities or agencies to carry out the purposes of the Trust; to apply for, contract for, receive and expend for its purposes, funds or grants from any governmental or non-governmental agency or entity, the Beneficiary, the Federal Government or any agency or department thereof, or from any other source.

(17) To receive funds, money, property, collateral, services, rights, and choses in action from any source to finance the programs and operations of the Trust; to receive grants, gifts, contributions and donations to carry out the purposes for which the Trust is formed; to receive and accept from any Federal, State or private agencies or entities grants or loans for or in aid of the construction of any facility or system and to receive and accept aid or contributions of money, labor or any other valuable things from any source.

(18) To plan, coordinate, implement, administer or otherwise carry out public works or other projects or programs for public purposes for the benefit of the Beneficiary.

(19) To make, or commit to make, or participate in the making of Mortgage Loans whether for construction, for acquisition, financing, or purchasing of housing.

(20) To invest monies of the Authority not required for immediate use, including proceeds from the sale of any Bonds or Notes, in obligations of any Governmental Agency or obligations the principal and interest of which are guaranteed by such Governmental Agency or in certificates of deposit or time deposits secured in such manner as the Authority shall determine, or in obligations of any agency of the State or the United States of America which may from time to time be legally purchased by banks within the State as an investment of funds belonging to them or in their control.

(21) To sell any Mortgages or other personal property acquired by the Authority at public or private sale and at such price or prices as it shall determine.

(22) To renegotiate, refinance or foreclose, or contract for the foreclosure of, any Mortgage, security interest or other obligation in default; to waive any default or consent to the modification of the terms of any Mortgage; to commence any action to protect or enforce any right conferred upon it by any law, Mortgage, security interest, contract or other agreement, and to bid for and purchase such property at any foreclosure or at any other sale, or acquire or take possession of any such property; to operate, manage, rehabilitate, improve, lease, dispose of, and otherwise deal with such property, in such manner as may be necessary to protect the interests of the Trust and the holders of its Bonds, Notes or other obligations;

(23) To renegotiate or refinance any loan in default; waive any default or consent to the modification of the terms of any loan, and commence any action or proceedings to protect or enforce any right conferred upon it by law, loan agreement, contract or other agreement.

(24) To make and execute contracts and appoint agents for the administration or servicing of any loan made or acquired by the Trust and pay the reasonable value of services rendered to the Trust pursuant to such contracts.

(25) To sell any loans made or acquired by the Trust at public or private sale and at such price or prices and on such terms as the Trust shall determine.

(26) To collect and pay reasonable fees and charges in connection with making, committing to make, purchasing or committing to purchase and servicing its Mortgage Loans, Notes, Bonds, commitments, and other evidences of indebtedness.

(27) To procure insurance against any type loss in such amounts, and from such insurers, as it may deem necessary or desirable.

(28) To consent, whenever it deems it necessary or desirable in the fulfillment of its Trust purposes, to the modification of the rate of interest, time of payment of any installment of principal or interest, or any other terms, of any Mortgage Loan, Mortgage Loan Commitment, construction loan, temporary loan, contract or agreement of any kind to which the Trust is a party.

(29) To do any and all things necessary or convenient to carry out its purposes and exercise the powers given and granted herein, and to do all other acts in their judgment necessary or desirable, for the proper and advantageous management, investment and distribution of the Trust Estate and income therefrom.

(30) To exercise exclusive management and control of the properties of the Trust Estate.

(31) To contract for the furnishing of any services or the performance of any duties that they may deem necessary or proper, and pay for the same as they see fit.

(32) To select depositories for the funds and securities of this Trust. All Lending Institutions are eligible to participate in the programs of the Trust and act as such depositories with approval of the Trust.

(33) To compromise any debts or claims of or against the Trust Estate, and adjust any dispute in relation to such debts or claims against the Trust Estate upon any evidence deemed by the Trustees to be sufficient. The Trustees may bring any suit or action which in their judgment is necessary or proper to protect the interest of the Trust Estate, or to enforce any claim, demand or contract for the Trust; and they shall defend, in their discretion, any suit against the Trust, or the Trustees or employees, agents or servants thereof. They may compromise and settle any suit or action, and discharge the same out of assets of the Trust Estate, together with court costs and attorney's fees. All such expenditures shall be treated as expenses of executing this Trust.

(34) To do each and all things necessary to implement the purposes of this Trust as set out herein, and to that end Article IV "Purposes of Trust" is incorporated in its entirety under this "Powers" Article for the purpose of insuring that all appropriate power is granted to the Trustees to accomplish the purposes hereof without inhibition.

Article IX

Supervisory Control

The Trust shall not initiate or take any action whatsoever in connection with the implementation of any development or redevelopment project within the boundaries of a development plan adopted and approved pursuant to 11 O.S.A. §§ 40-113 and 40-114, unless and until each such project shall have been approved by a majority of the members of the City Council of The City of Oklahoma City. Further, the Trust created hereby and the Trustees appointed hereunder are subject to such supervision and control as may be determined from time to time by the legislature of the State or by regulations that may be issued by departments or agencies of the United States of America, to insure the tax exempt status of any Bonds or Notes issued by the Authority.

Article X

Beneficiary of Trust

(1) The Beneficiary of this Trust shall be the City designated in Article III herein, under and pursuant to Title 60, Oklahoma Statutes 1981, Sections 176 to 180.3, inclusive, as amended and supplemented, Title 11 Oklahoma Statutes 1981 Sections 40-112 to 40-115, and other applicable statutes of the State presently in force and effect.

(2) The Beneficiary shall have no legal title, claim or right to the Trust Estate, its income, or to any part thereof or to demand or require any partition of distribution thereof. Neither shall the Beneficiary have any authority, power or right whatsoever, to do or transact any business for, or on behalf of or binding upon the Trustees or upon the Trust Estate, nor the right to control or direct the actions of the Trustees pertaining to the Trust Estate or any part thereof except as herein provided. The Beneficiary shall be entitled solely to the benefits of this Trust as administered by the Trustees hereunder, and at the termination of the Trust, as provided herein, and then only, the Beneficiary shall receive the residue of the Trust Estate.

(3) The Trust is solely and exclusively for public purposes; and it is solely for the benefit, betterment and the furtherance of the public purposes of The City of Oklahoma City and its inhabitants and citizens; and all assets, property, moneys, income, gain or other things of value now owned by the Trust, or that may at any time come into control or direction of the Trust or its Trustees, or any interest the Trust may have or hereinafter acquire therein, be and the same are hereby exclusively and perpetually dedicated solely to the public interests of The City of Oklahoma City, and to the public purposes for which the Trust was created and all pursuant to the public purposes and functions of the Beneficiary of the Trust, The City of Oklahoma City.

(4) Beneficiary will have access at all times to the books and records of the Trust.

Article XI

Adoption and Amendment of By-Laws; Amendment and Termination of Trust

This Trust Indenture may be amended by an affirmative vote of at least two-thirds (2/3) of all Trustees and any such proposed amendment shall be further approved by the affirmative vote of two-thirds (2/3) of the City Council of the Beneficiary before becoming effective.

The Trustees, by an affirmative vote of a majority of all Trustees, may adopt, alter and amend By-Laws of the Trust.

PROVIDED, HOWEVER, that this Trust Indenture shall not be subject to revocation, alteration, amendment, revision, modification or termination in any manner which would be adverse to the interest of the holders of any evidence of indebtedness of the Trust without the consent of holders of indebtedness who would be adversely affected, which consent may be given by less than all of such holders, if so provided in any resolution, indenture or agreement relating to such indebtedness.

This Trust shall terminate —

- (1) When the purposes set out in Article IV of this instrument shall have been fully executed; or
- (2) In the manner provided by Oklahoma law. Provided, however, that this Trust shall not be terminated by voluntary action while there be outstanding indebtedness or fixed term obligations of the Trustees, unless all owners of such indebtedness or obligations shall have consented in writing to such termination.

Upon the termination of this Trust, the Trustees shall proceed to wind up the affairs of this Trust, and after payments of all debts, expenses and obligations out of the monies and properties of the Trust Estate to the extent thereof, shall distribute the residue of the money and properties of the Trust Estate to the Beneficiary hereunder. Upon final distribution, the powers, duties and authority of the Trustees hereunder shall cease.

THE CITY OF OKLAHOMA CITY

OFFICE OF CITY CLERK

208 MUNICIPAL BUILDING

OKLAHOMA CITY, OKLAHOMA 73102

BOOK 1017 PAGE 23

BOOK 1027 PAGE 119

Article XII

1330

000235

BOOK 5343 PAGE 222
VOL 12084

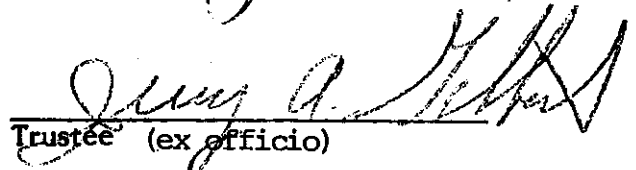
BOOK 1873 PAGE 980

The Trustees accept the Trust herein created and provided for, and agree to carry out the provisions of this Trust Indenture on their part to be performed.

IN WITNESS WHEREOF, the Trustor and the Trustees have hereunto set their hands on the day and year indicated.


Trustor


Trustee (ex officio)


Trustee (ex officio)


Trustee


Trustee


Trustee


Trustee


Trustee

THE CITY OF OKLAHOMA CITY
OFFICE OF CITY CLERK
208 MUNICIPAL BUILDING
OKLAHOMA CITY, OKLAHOMA 73102

1330 000236 BOOK 1873 PAGE 981
BOOK 1027 PAGE 120
BOOK 5343 PG 795
BOOK 1017 PAGE 24
VOL 1236 PAGE 223

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS

BEFORE ME, the undersigned, a Notary Public in and for the above County and State, on the 7 day of May, 1985, personally appeared SCOTT JOHNSON, and further known to me to be the identical person who subscribed his name to the foregoing instrument, as Trustor, and acknowledged to me that he executed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year aforesaid.

D. L. Wiseman
Notary Public

My Commission Expires March 3, 1986



STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS

BEFORE ME, the undersigned, a Notary Public in and for the above County and State, on the 7 day of May, 1985, personally appeared DEAN HOYE, JAMES E. STEWART, STANTON YOUNG, K. E. SMITH, and DAVID A. LYON further known to me to be the identical persons who subscribed their names to the foregoing instrument, as Trustees, and acknowledged to me that they executed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year aforesaid.

D. L. Wiseman
Notary Public

My Commission Expires March 3, 1986



THE CITY OF OKLAHOMA CITY
OFFICE OF CITY CLERK
208 MUNICIPAL BUILDING
OKLAHOMA CITY, OKLAHOMA 73102

VOL 1286 PAGE 224 1330 000237

BOOK 1017 PAGE 25 BOOK 5343 PG 796

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS

BOOK 1027 PAGE 121

BOOK 1873 PAGE 982

BEFORE ME, the undersigned, a Notary Public in and for the above County and State, on the 7 day of May, 1985, personally appeared GOREE JAMES and JERRY GILBERT further known to me to be the identical persons who subscribed their names to the foregoing instrument, as Trustees, and acknowledged to me that they executed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year aforesaid.

Flo Wiseman
Notary Public

My Commission Expires March 3, 1986.



(Acknowledgment form for ex officio Trustees.)

THE CITY OF OKLAHOMA CITY
OFFICE OF CITY CLERK
200 MUNICIPAL BUILDING
OKLAHOMA CITY, OKLAHOMA 73102

1330

000238

VOL 1286 PAGE 225

1017 PAGE 26

BOOK 1873 PAGE 983

STATE OF OKLAHOMA

COUNTY OF OKLAHOMA

BOOK 1027 PAGE 122
SS

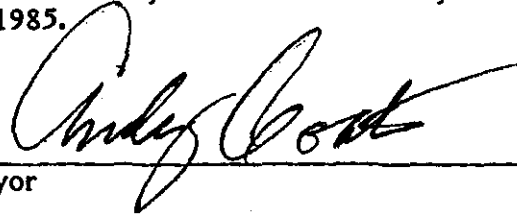
BOOK 5343 PAGE 797

ACCEPTANCE

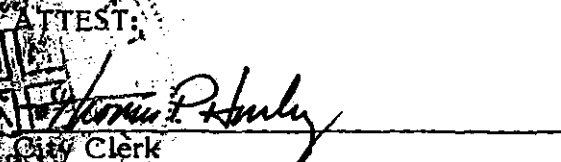
KNOW ALL MEN BY THESE PRESENTS:

That the City Council of The City of Oklahoma City, State of Oklahoma, hereby accepts the beneficial interest in the Trust created by the within and foregoing Trust Indenture, for and on behalf of said beneficiary in all respects in accordance with the terms of said Trust Indenture.

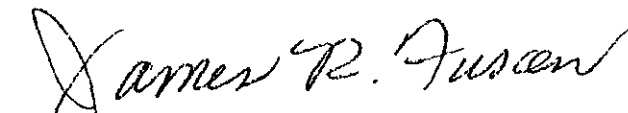
WITNESS my hand as Mayor of The City of Oklahoma City, attested by the City Clerk of said City, pursuant to direction of the City Council of The City of Oklahoma City, Oklahoma, this 7 day of May, 1985.

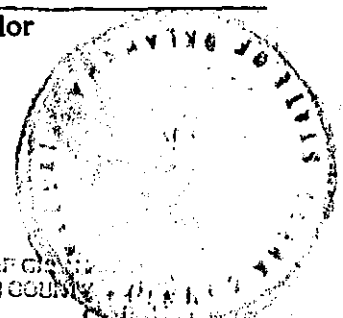

Mayor



ATTEST:

City Clerk

APPROVED as to form and legality this 2 day of May, 1985.


Assistant Municipal Counselor
The City of Oklahoma City



STATE OF OKLAHOMA
OKLAHOMA COUNTY
18 day of Sept 1985
at 8:00 o'clock
Book 1017 page 9
Myrtle Bennett, Clerk, C.O.
By _____ C.F.
Notary



KE
1/6
1000
1027
105
2.11
C. M. A. C. A.

Letters of Commitment

1. The Alliance
2. Urban Land Institute
3. Greater Oklahoma City Chamber
4. Downtown OKC
5. Community Action Agency of Oklahoma City and Oklahoma/Canadian Counties, Inc.
6. The Plaza District
7. Uptown23rd (Unable to get support letter due to death in the family)

December 14, 2015

Amanda Alewine
City of Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Alliance for Economic Development of Oklahoma City, a non-profit organization, was established in 2011 to consolidate and coordinate Oklahoma City's economic development functions. An important element of our operations is facilitating the private development opportunities generated by the MAPS 3 initiatives (a capital improvement program funded by a citizen imposed sales tax voted on and approved three times by Oklahoma City residents) including downtown housing and developments in the Commercial District Revitalization program areas.

Collaboration with the City's Brownfields Program is critical to the success of many of the urban revitalization projects we undertake in Oklahoma City. With the city's past history of petroleum activities and industrial uses in our central core area, an evaluation of environmental issues is needed to precede new development. The coalition, including the City of Oklahoma City, the Oklahoma City Urban Renewal Authority and the Oklahoma City Redevelopment Authority, and the resources they bring together, will make an even stronger impact in our community. The financial incentives provided through Oklahoma City's Brownfields Program have helped engage our development community and leverage private dollars for the redevelopment of downtown. The Alliance is committed to facilitating this new Coalition Brownfields Program by providing developers with information on available program incentives and using the program to educate developers and lenders as they understand the environmental issues prior to undertaking these pioneering projects.

The Alliance and the Brownfields Program have previously worked together on key redevelopment projects including the 21C Hotel redevelopment of the Fred Jones building, a former auto manufacturing plant in the heart of downtown. The partnership also was important for The Steelyard, a mixed-use housing redevelopment located on a former steel yard in Bricktown, Oklahoma City's Entertainment district. The Steelyard redevelopment will offer 20% of their units as workforce housing.

We understand that the City has limited assessment funds remaining. We are hopeful that the EPA will recognize the revitalization work that has been done and is ongoing in Oklahoma City and will support the new coalition in this grant effort and in future brownfields initiatives.

Sincerely,



Catherine O'Connor, President



December 10, 2015

Ms. Amanda Alewine

Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Urban Land Institute (ULI) District Council of Oklahoma offers its support in the Brownfields Coalition's application for Brownfield Assessment dollars to assist private development within the Neighborhood Revitalization Strategy Area (NRSA) in Oklahoma City's urban core. ULI recognizes the redevelopment of brownfields as an important tool in restoring the fabric of a city and helping curb urban sprawl. **ULI will assist the Coalition's efforts by promoting the Brownfields program during our redevelopment seminars and networking events.**

ULI members include bankers, architects, developers, commercial realtors, and City employees who come together to make private developments happen. As the leading organization for land use professionals, ULI is in a unique position to help the Coalition communicate the availability of resources and assistance that could result from successful EPA grant applications.

In its short history, the ULI Oklahoma District Council has partnered several times with the City, the Oklahoma City Redevelopment Authority & OCURA. As partners, these agencies have presented various local initiatives to ULI members and we have worked on shared analysis of community problems. This is exemplified by our sponsorship of a national ULI Technical Assistance Panel focused on how to ensure the best possible private sector response to the City's Core to Shore Plan (located in the NRSA) and its component parts, such as the new downtown urban park, a community-funded, MAPS 3 project.

Our community greatly values what the Metropolitan Area Projects (MAPS) have done for downtown and the magnitude by which they have changed local and national perceptions of Oklahoma City. Much of that could not have been achieved without significant investment in environmental testing and remediation, and we understand that such investment will be needed for our upcoming redevelopment efforts.

We look forward to your successful application. Please do not hesitate to contact us, if you need additional support.

Sincerely,

A handwritten signature in black ink, appearing to read 'AJ Kirkpatrick', is written over a large, stylized circular flourish.

AJ Kirkpatrick
ULI Oklahoma, Chair
e: aj@downtownokc.com p: (405) 235-3500
w: <http://oklahoma.uli.org>

G R E A T E R
O K L A H O M A C I T Y
C H A M B E R

December 10, 2015

Mr. Amanda Alewine
Brownfields Program
Community Development Division
Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Greater Oklahoma City Chamber of Commerce is pleased to provide support for the proposal to the U.S. EPA for Brownfields site assessment funds. We understand The City of Oklahoma City, The Oklahoma City Redevelopment Authority and The Oklahoma City Urban Renewal Authority are acting as a Coalition in requesting funds for environmental assessment that will ultimately assist in reactivating vacant or underutilized properties. The Chamber will work to connect the Coalition with private businesses looking at property acquisition and redevelopment in the urban core which is a current focus for pivotal growth and redevelopment in the City.

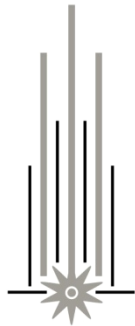
We look forward to continuing our existing partnership with the members of the Coalition as we work to recruit private development. The MAPS3 initiatives which include the downtown park, the streetcar development, health and wellness centers, a new convention center and sidewalks/trails currently being implemented are part of the Chamber's Forward OKC campaign. The campaign was established to create quality jobs, increase capital investment, retain existing business, and improve per capita income. The various MAPS 3 projects will enhance our efforts by helping to attract new businesses and enhance growth and expansion opportunities for existing businesses through the redevelopment of dilapidated struggling areas.

As the President and CEO of the Greater Oklahoma City Chamber, I consider that this proposal affords us an opportunity to move forward on the clean up and redevelopment of properties throughout the City and to promote new prosperity.

Best Regards,



Roy H. Williams, CCE
President & CEO
Greater Oklahoma City Chamber



DOWNTOWN
OKLAHOMA CITY, INC.

One Leadership Square, North Tower
211 N. Robinson, Ste. 225
Oklahoma City, OK 73102

405.235.3500

www.DowntownOKC.com

November 20, 2015

Ms. Amanda Alewine
Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

On behalf of Downtown Oklahoma City, Inc., I would like to express our support for the coalition proposed between the City of Oklahoma City, the Oklahoma City Urban Renewal and the Oklahoma City Redevelopment Authority in effort to obtain Brownfields program funding.

As the contract provider for the Downtown Business Improvement District (BID), Downtown Oklahoma City, Inc. serves and communicates with property owners from all sectors of downtown, including Bricktown, Automobile Alley, Midtown, the Central Business District, Deep Deuce, the Park Plaza District and Film Row, as well as with the City of Oklahoma City. **If the Coalition is successful with this proposal, we are capable and willing to assist the Coalition through our existing communications and quarterly developer meetings to keep the public updated on the resources available through the Brownfields Program.**

Downtown Oklahoma City has experienced significant redevelopment since the 1990s thanks in large part to the Metropolitan Area Projects (MAPs) initiatives and the resulting private sector investments. With a third iteration of MAPs successfully passed and under implementation, and more citizens wanting to move to downtown we expect even further opportunities for revitalization, particularly in workforce housing and in the Core to Shore area. However, we know these redevelopment efforts will not be without hurdles, such as the need for environmental assessment and remediation. We hope that you are successful in obtaining additional funding that can assist in this effort.

Sincerely,

Jane Jenkins
President and CEO
Downtown Oklahoma City, Inc.
Phone: (405) 235-3500
Fax: (405) 235-3501



COMMUNITY ACTION AGENCY
Of Oklahoma City and Oklahoma/Canadian Counties, Inc.

Mr. James E. Sconzo, Executive Director

December 10, 2015

Ms. Amanda Alewine
Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

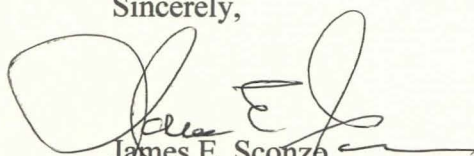
Dear Ms. Amanda Alewine:

I am writing this letter to support the Coalition of The City of Oklahoma City, The Oklahoma City Redevelopment Authority and The Urban Renewal Authority in their efforts to apply to EPA for Brownfield site assessment funds. I understand the request would assist the City in its efforts to redevelop the Neighborhood Revitalization Strategy Area (NRSA). **The Community Action Agency (CAA) applauds this effort and will pass along information regarding the Brownfields Program to businesses seeking to acquire property in the NRSA and will inform the Coalition when a business applicant in the NRSA is in need of a site assessment.** We serve the communities within this area and are eager to see progress in their redevelopment.

CAA programs are designed to "promote the self-sufficiency of the socially, economically, and culturally disadvantaged citizens of our service area. CAA partners with private businesses and other agencies in providing programs that address substance abuse, home repair, child-care, economic development, and home ownership to name a few. The mission of the CAA Economic Development Division is to provide services leading to the economic enhancement and individual self-sufficiency of communities. This is accomplished through small business loan programs, small business courses, technical assistance, matched savings program (IDAs), and money management courses within Oklahoma and Canadian counties.

The CAA initially partnered with the City of Oklahoma City's Brownfields program through the revolving loan funds administration. As the Brownfields Program evolved, the City assumed that function. In the past, the CAA and City staffs have worked together on numerous programs. These include redevelopment projects utilizing assessment funds to identify environmental contaminants, issuing revolving loan funds for the abatement of contaminants, and underwriting CAA Section 108 loans for site redevelopment and business startup assistance. We look forward to partnering on future projects as needed to further accomplish our mission.

Sincerely,



James E. Sconzo
Executive Director

319 Southwest 25th Street – Oklahoma City, OK 73109
Phone (405) 232-0199 Fax (405) 232-9074 www.caaofokc.org



**EXPERIENCE LOCAL
EXPERIENCE 16TH**

BOARD OF DIRECTORS

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ADVISORY BOARD
BLAIR HUMPHREYS
LOU KERR

November 20th, 2015

Ms. Amanda Alewine
Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Plaza District Association is a grassroots 501c3 organization that has been working to revitalize NW 16th Street in Oklahoma City since 1997. The Association is committed to informing potential developers of the services available through the Brownfields Program for redevelopment projects in the Plaza and celebrating successful redevelopments in the Plaza District through our media platforms.

The application for assessment funds through the EPA by the Coalition (made up of The Oklahoma City Urban Renewal Authority, The Oklahoma City Redevelopment Authority and the City of Oklahoma City) will be useful as we redevelop vacant buildings and properties in our district and surrounding areas.

Over the last 15 years, the District, located within the Neighborhood Revitalization Strategy Area, has risen out of intolerable crime and disrepair into a hub of creativity and a haven for local business. A neighborhood once threatened is now thriving, and historic buildings have been renovated for new, creative uses. The work of the Association that began as meetings in living rooms, weed pulling on the weekends and dragging friends to a street festival has now blossomed with over 15 million dollars in investment, 32 thriving businesses, property values on the rise and crime rates falling quickly.

The Association has accomplished this work through focused efforts in building capacity for our organization, promotion of the district, economic development and public space. With a dedicated Board of Directors, a passionate staff and a visionary group of business owners and volunteers, 16th Street is shaping into Oklahoma City's emerging district for the arts and local business. Community is at the heart of this work, and engaging our neighbors, the business community, the art community and our local government has resulted in making the Plaza District a place where people want to be. We appreciate the opportunities the Brownfields program may provide in assisting our growing vitality.

Sincerely,

A handwritten signature in black ink, appearing to read "Cayla Lewis". The signature is stylized with a large, sweeping loop and a sharp point at the end.

Cayla Lewis
Executive Director

Committed Leveraged Resources

- **Leveraged Salary**
- **MAPS 3 Funds**
- **Tiger Grant**
- **The Commercial District Revolving Loan Fund**
- **The Murrah District Revolving Loan Fund**
- **Tax Increment Finance District Financing**



The City of
OKLAHOMA CITY

November 17, 2015

Amanda Alewine
The City of Oklahoma City
420 W. Main, 9th Floor
Oklahoma City, OK 73102

RE: **Leveraged Brownfields Salary**

To Whom It May Concern:

The City of Oklahoma City has budgeted \$82,170.11 this year out of the current General Fund Budget to pay for an Associate Planner Position that works directly to implement brownfields grant programs. This annual contribution is anticipated to continue through the upcoming grant term.

Sincerely,

A handwritten signature in blue ink that reads "Chris Varga".


Chris Varga, Division Manager
Housing & Community Development
Planning Department
City of Oklahoma City
(405) 297-1639
chris.varga@okc.gov



MEMORANDUM

The City of OKLAHOMA CITY

TO: Chris Varga, Urban Redevelopment Division
Oklahoma City Planning Department

FROM: Eric J. Wenger, P.E., Director 
Public Works/City Engineer

DATE: November 22, 2011

RE: Brownfields Site Assessment Funds

The Oklahoma City MAPS office is responsible for the day to day operations of all the Metropolitan Area Projects (MAPS). The MAPS success story began in 1993 when voters approved the City's first MAPS sales tax that raised more than \$300 million for new and upgraded sports, recreation, entertainment, cultural and convention facilities. Through these projects, the City cleaned up and redeveloped numerous Brownfields sites in the downtown area and leveraged over \$2 billion in private development. The initial MAPS projects were recognized as the 2009 EPA Region VI's *Phoenix Award* winner and the 2009 *Brownfields Renewal Award* winner.

The success of MAPS led to the passage of MAPS for Kids which was a \$700 million school program which was passed in 2001. The program includes more than one-hundred construction, transportation and technology projects for the benefit of Oklahoma City's public schools. Many of the largest projects are finished, while work continues at numerous schools throughout Oklahoma City. Over 70 new and renovated facilities will be completed when the program draws to a close in 2012.

In 2010, voters again showed their support by passing MAPS 3, an initiative to generate \$777 million to fund eight new projects in Oklahoma City. The projects include a new downtown convention center, new 70-acre downtown park, river improvements including a whitewater facility, modern streetcar, wellness centers, fairgrounds improvements, trails and sidewalks. The tax collection began April, 2010 and the design of several projects in underway with construction expected to being in 2012.

We appreciate the resources of the Oklahoma City Brownfields Program which has to-date been performing site assessments for properties acquired for the new downtown park. We offer our support for the assessment grant applications and hope to continue utilizing the resources of the Brownfields Program as we move forward on the MAPS 3 initiatives.

Pc: Robbie Kienzle

OKC INTERMODAL TRANSPORTATION HUB

APPLICANT/SPONSOR: City of Oklahoma City

TOTAL PROJECT COST: \$28,429,872

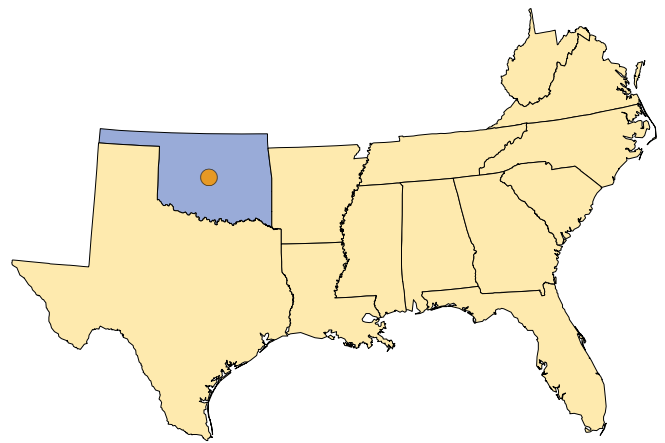
GRANT FUNDING: \$13,591,178

PROJECT DESCRIPTION

TIGER funds will support the renovation of OKC's Santa Fe Depot facility to reinstate space for Amtrak passenger rail service and provide access for future streetcar, light rail, and commuter rail services. Proposed improvements to the facility include several components: a common area in the rehabilitated Santa Fe Depot building; an Amtrak station area for ticketing, baggage, and waiting area functions; added streetscape and improved bicycle and pedestrian facilities oriented to Bricktown and Downtown; and improvements on E.K. Gaylord Boulevard to provide connectivity among the various travel modes, including the future streetcar.

PROJECT HIGHLIGHTS

- » Increases the connection between alternative forms of transportation, including walking, biking, and transit.
- » Creates a new transportation center and gateway for the Oklahoma City metropolitan area that provides personal transportation choices, enhances the image of public transportation, and serves as a catalyst for economic development.
- » Leads to increased, positive environmental benefits due to the reduction of vehicle miles traveled and an increase in alternative forms of transportation.



SOUTH

PROJECT BENEFITS

This project will rehabilitate a nearly-empty and underutilized station interior for use as a transportation icon for Oklahoma City. The Hub will connect various modes of transportation and will be an important focal point for the Oklahoma City regional transportation system. It will also revitalize a neglected part of Oklahoma City's urban core. In its current condition, the station is a detriment to existing train ridership due to the lack of adequate passenger facilities. The City has already augmented the Depot selection with improvements to the surrounding area, including improved transit connections to the Bricktown district.



U.S. Department
of Transportation



TIGER

ERICK TO SAYRE FREIGHT RAILROAD REHABILITATION

APPLICANT/SPONSOR: Oklahoma Department of Transportation

Rural

TOTAL PROJECT COST: \$2,621,700

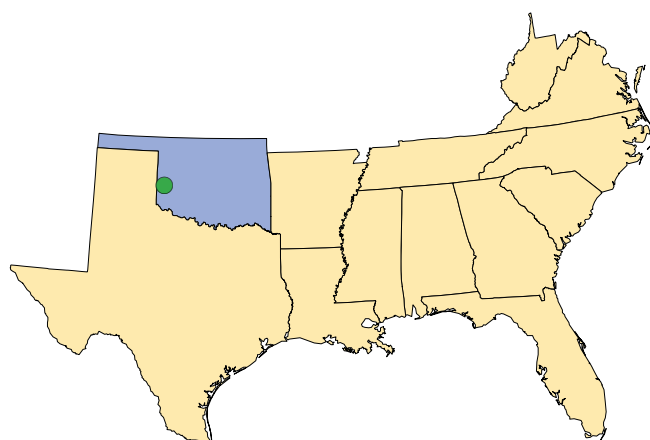
GRANT FUNDING: \$1,831,000

PROJECT DESCRIPTION

TIGER funds will be used to repair 15 miles of state-owned track in rural western Oklahoma. The project will improve the existing, nearly unusable track to FRA Class 1 standard. Once completed, the project will have installed 19,500 railroad ties, rehabilitated 17 grade crossings and upgraded two bridges along the route.

PROJECT HIGHLIGHTS

- » Reduces the safety risks associated with the transporting of hazardous materials and crude oil shipments from the developing Anadarko Basin.
- » Augments the benefits of the TIGER 2012 “Rolling Pipeline” project from Clinton to Sayre.
- » Saves highway maintenance costs by diverting some truck traffic onto the rail system.



SOUTH

PROJECT BENEFITS

The project extends the rail rehabilitation effort funded through TIGER 2012 an additional 15 miles, contributing to increased public benefits for both projects. The rail yard in Sayre is at capacity and can currently only assemble trains containing 60 cars for transportation east from Oklahoma. Once completed, 40 car trains that originate in Erick will arrive in Sayre and an additional 60 cars can be added, improving capacity as individual trains move toward the East Coast.



U.S. Department
of Transportation



TIGER



The City of
OKLAHOMA CITY

December 14, 2015

Ms. Amanda Alewine
Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Commercial District Revitalization program (CDRP) within the City of Oklahoma City is currently marketing the Commercial District Revolving Loan Fund. This fund was approved by Council on September 15, 2015 and currently has \$750,000 available for projects in Commercial Districts participating in the CDRP program. Six of these districts are located in the NRSA, the Brownfields Application's Target area.

Eligible projects must meet the Community Development Block Grant (CDBG) requirements to qualify for the CDRLF funds.

We look forward to leveraging the assessment resources and RLF funds of the Brownfields program to encourage redevelopment in our commercial district.

Sincerely,

A handwritten signature in dark ink that reads "Kim Cooper-Hart".

Kim Cooper-Hart, Commercial District Revitalization Program Manager



**The City of
OKLAHOMA CITY**

Planning Department – Community Development Division

December 14, 2015

Ms. Amanda Alewine
Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Murrah District Revitalization Revolving Loan fund was created to aid in the recovery of the area damaged physically and economically by the bombing of the A.P. Murrah Federal Building in April 1995. The Murrah loan program is designed to assist and incentivize business redevelopment in the impacted area. The program boundaries are defined as NW 13th Street on the North; Robert S. Kerr Avenue to the South; Oklahoma Avenue to the East; and Shartel Avenue to the West. All loan proceeds are returned to the fund for reinvestment.

This fund was approved by The City of Oklahoma City, City Council on January 2, 2007 (Item no. VIII.E.1&2), and currently has **\$748,580.64** available to lend. The eligible lending area lies within the City's Neighborhood Revitalization Strategy Area (NRSA), as prioritized in the Brownfields application instructions.

We welcome the opportunity to leverage assessment resources and RLF funds from the Brownfields program to further encourage redevelopment in the Murrah commercial district.



Randy Stallings
Associate Planner
City of Oklahoma City, Planning Dept.
420 W. Main St., Ste. 920
Oklahoma City, OK 73102

Overview of Oklahoma City Tax Increment Finance (TIF) Districts

September 15, 2015

Purpose of TIF Districts

Tax Increment Financing is a tool to be used in areas where ***investment, development and economic growth are difficult but possible with TIF assistance.***

TIF is used to:

- Generate new employment opportunities through the creation of a new enterprises, new economic activity, and new investment;
- Attract investment to areas of need throughout the City, particularly in distressed areas;
- Generate new residential and commercial investment that enhances quality of life, education, and economic stability.

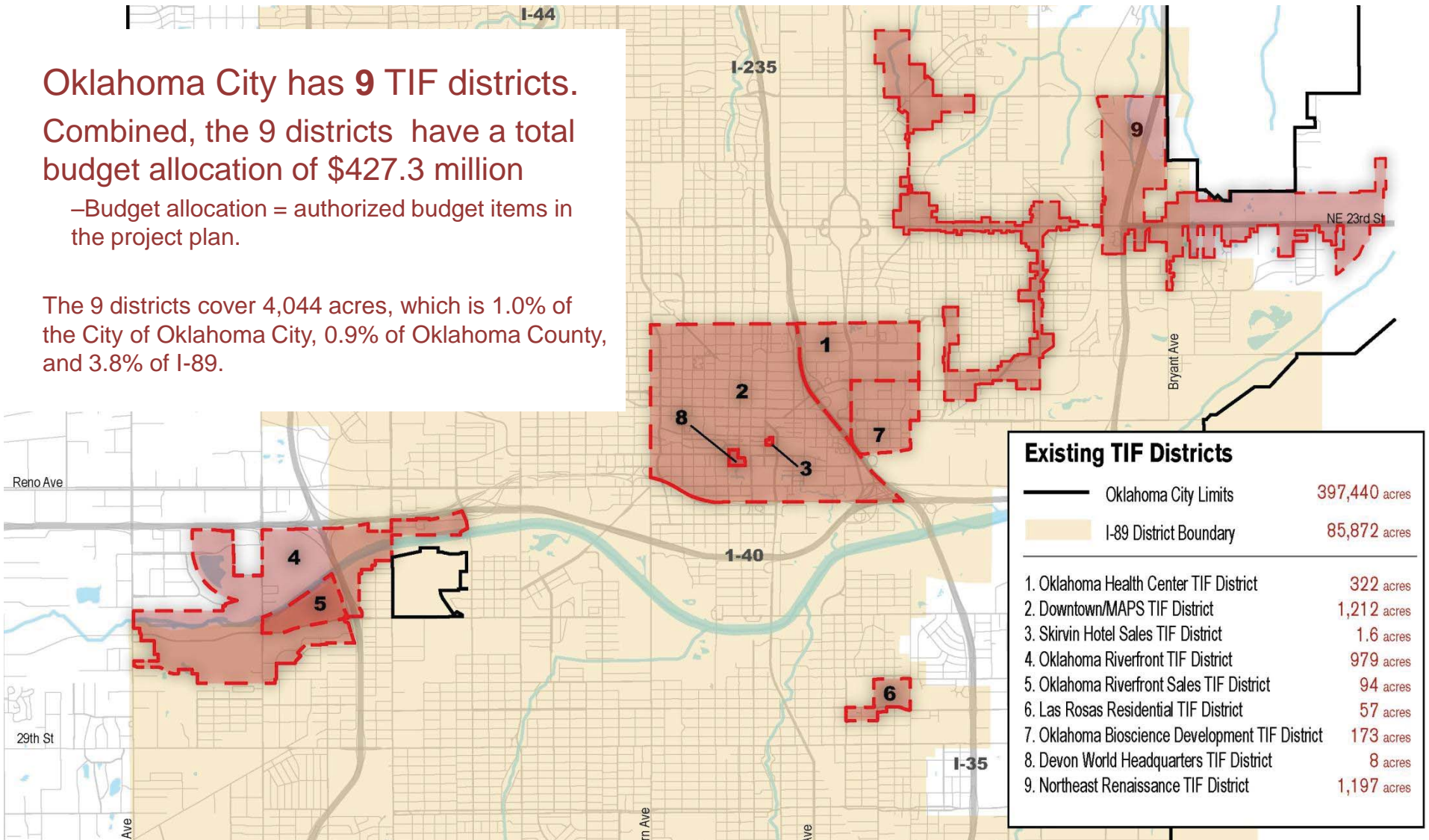
Oklahoma communities can capture **ad valorem** increment or **sales tax** increment or **both**.

Oklahoma City TIF Districts

Oklahoma City has **9** TIF districts.
Combined, the 9 districts have a total budget allocation of \$427.3 million

–Budget allocation = authorized budget items in the project plan.

The 9 districts cover 4,044 acres, which is 1.0% of the City of Oklahoma City, 0.9% of Oklahoma County, and 3.8% of I-89.



Medical Research Park (TIF #1)



Purpose: Job creation surrounding Health Sciences Center

Created: January 5, 1993

Expires: June 30, 2022

Implementing Body: Oklahoma City Redevelopment Authority

Project Plan Budget: \$47 million

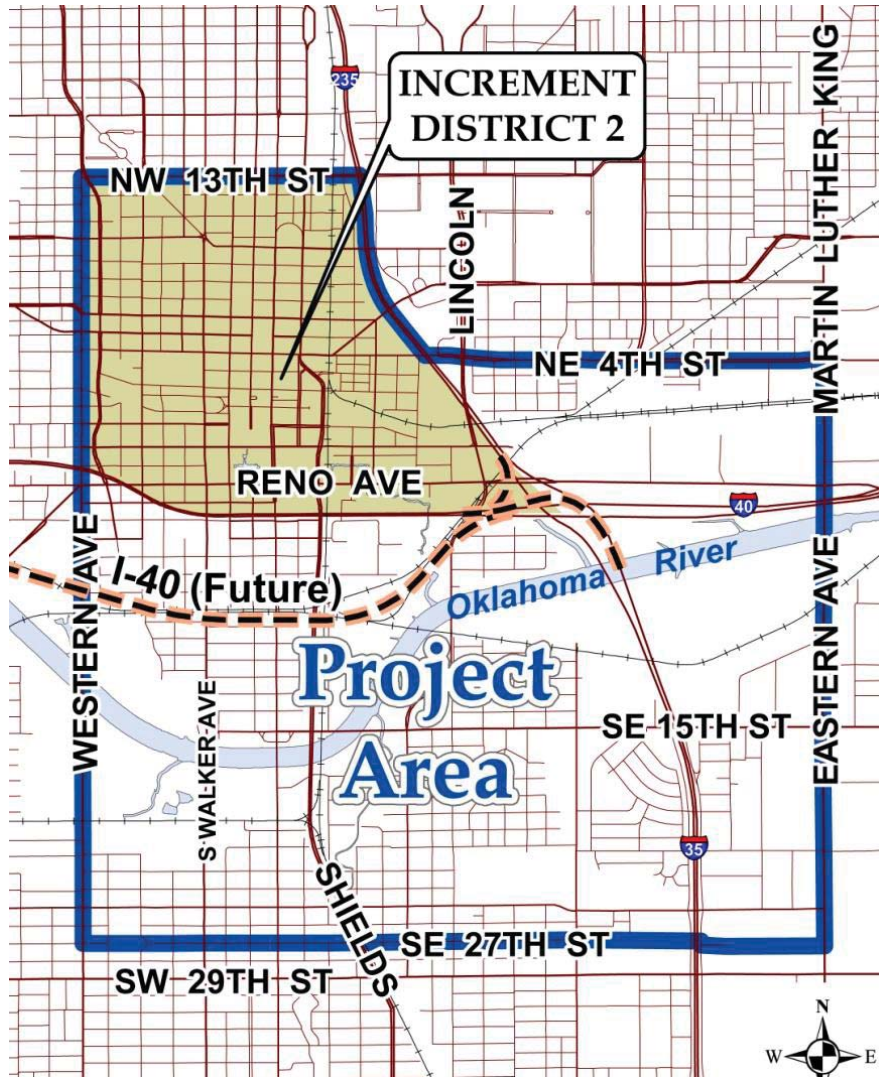
Increment Totals: \$23.3 million (NAV)

Market Value Growth: \$235 million

Taxes Generated (2015): \$2.8 million*

*\$1.1 million from OU

Downtown / MAPS (TIF #2)



Purpose: Catalyze investment in the core downtown area, focusing particularly on housing

Created: March 7, 2000

Expires: June 30, 2027

Implementing Body: Oklahoma City Economic Development Trust

Project Plan Budget: \$121 million

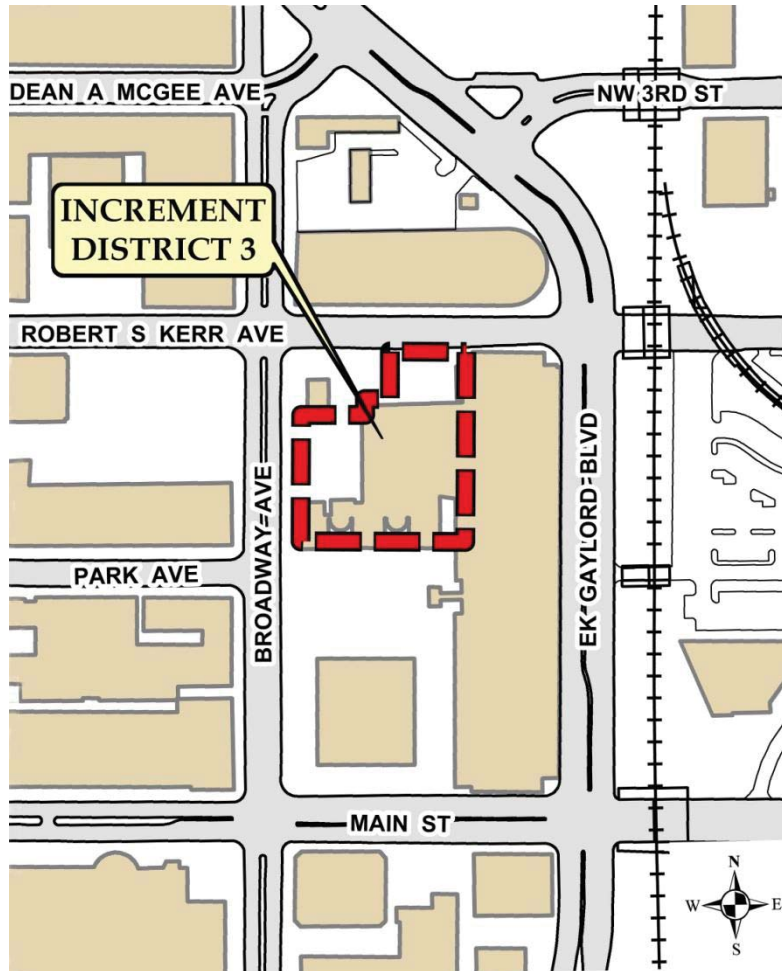
Increment Totals: \$89 million (NAV)

Market Value Growth: \$809 million

Taxes Generated (2015): \$7.2 million*

*\$2.93 million to other taxing jurisdictions (in addition to \$7.2 million listed above)

Skirvin (TIF#3)



Purpose: Renovate the Skirvin Hotel

Created: July 7, 2004

Expires: July 30, 2030

Sales Tax Only

Utilized Leverage Act Funding

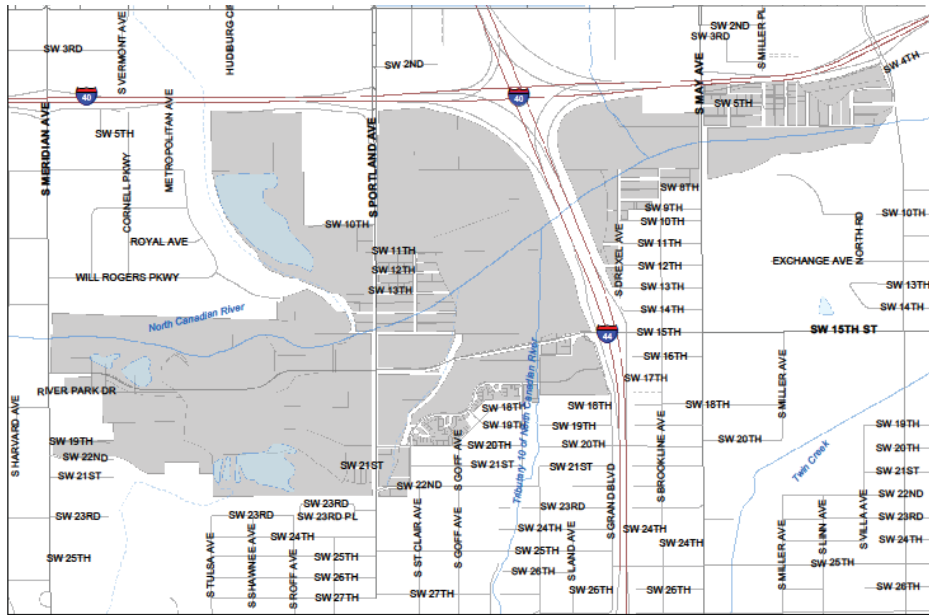
Project Plan Budget: \$5 million

Based on Skirvin Hotel Revenues

City has paid \$2.7 million since opening in 2007.

State has matched \$2.7 million

Oklahoma Riverfront (TIF #4 & #5)



February 7, 2005

Utilized Leverage Act funding
Based on Dell Payroll

\$720 million in payroll generation since inception.

City has paid \$2.25 million since opening in 2007
State has matched \$2.25 million

Purpose: Assist Dell Computers
/ redevelop waterfront

Created: March 29, 2005

Expires: June 30, 2031

Implementing Body: Oklahoma City
Economic Development Trust

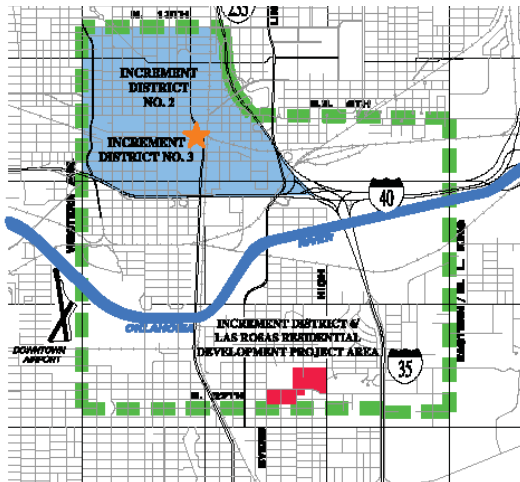
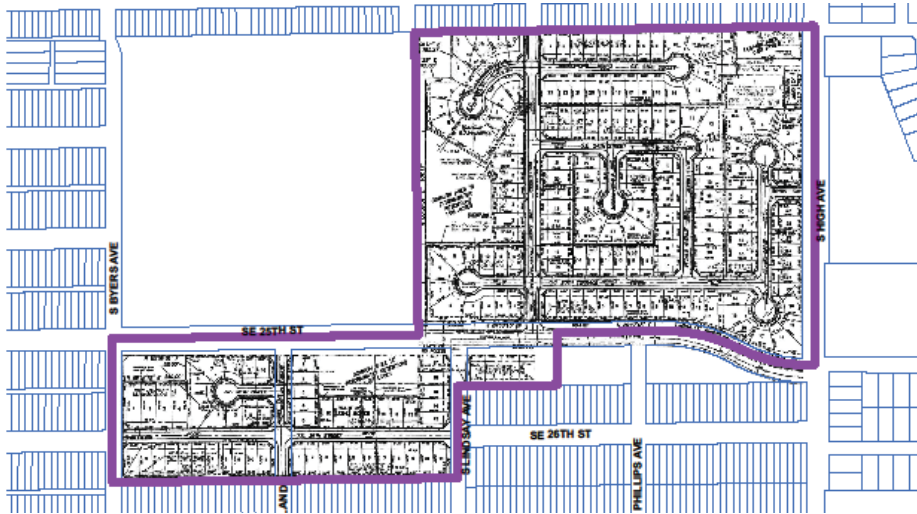
Project Plan Budget: \$28,203,000

Increment Totals: \$7.7 million (NAV)

Market Value Growth: \$91.8 million

Taxes Generated (2015): \$885,157

Las Rosas (TIF #6)



Purpose: Development of 220 single family homes near school

Created: October 18, 2005

Expires: June 30, 2031

Implementing Body: Oklahoma City Public Property Authority

Project Plan Budget: \$3,100,000

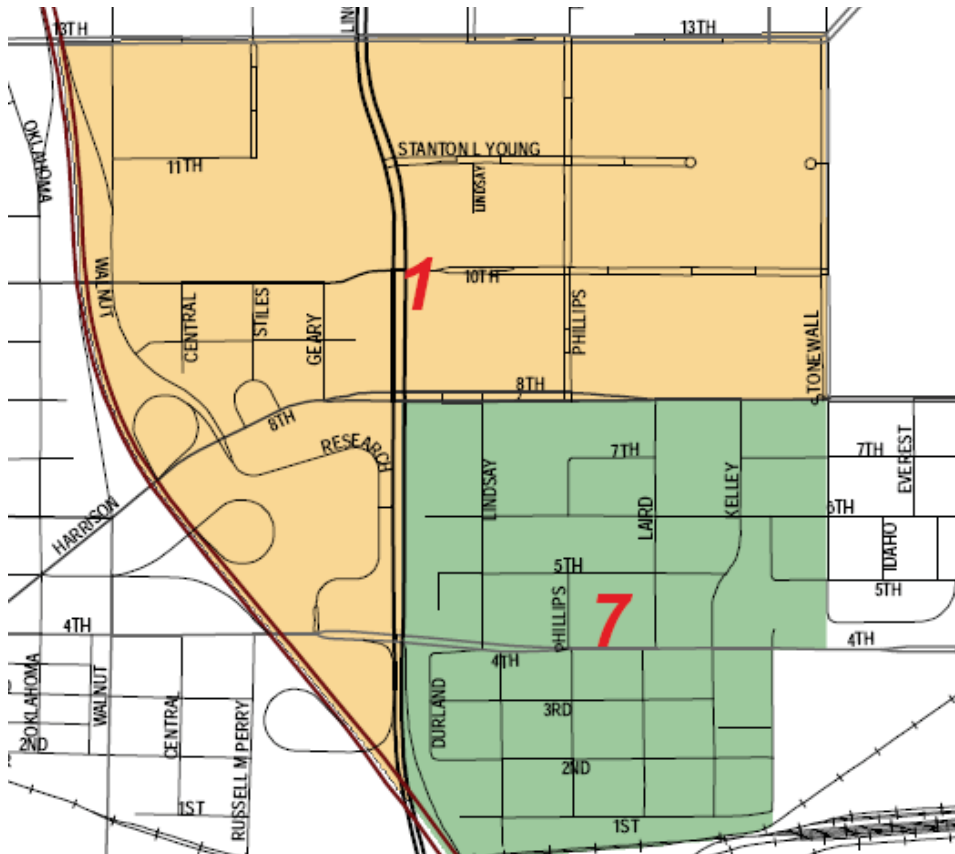
Increment Totals: \$514,772 (NAV)

Market Value Growth: \$4,679,745

Taxes Generated (2015): \$51,466

Project Suspended (62 units built) – internal borrowing to pay off bank loan

Bioscience (TIF #7)



Purpose: Job creation near Health Science Center, focus on bioscience

Created: August 1, 2006

Expires: June 30, 2032

Implementing Body: Oklahoma City Redevelopment Authority

Project Plan Budget: \$21,000,000

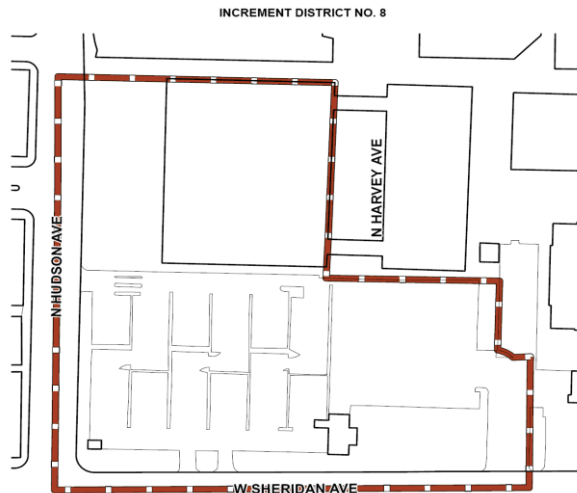
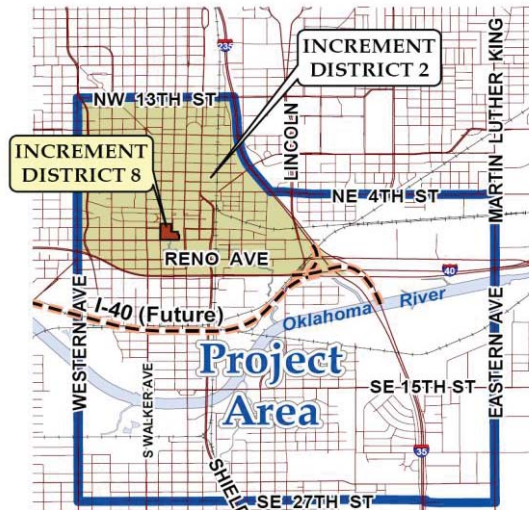
Increment Totals: (\$25,817) (NAV)

Market Value Growth: \$0

Taxes Generated (2015): \$0

Limited / negative increment growth due to property acquired by public and non-profits

Devon World Headquarters (TIF #8)



Purpose: Infrastructure & Economic Development

Created: December 16, 2008

Expires: June 30, 2034 (Ad Valorem),
June 30, 2013 (Sales Tax)

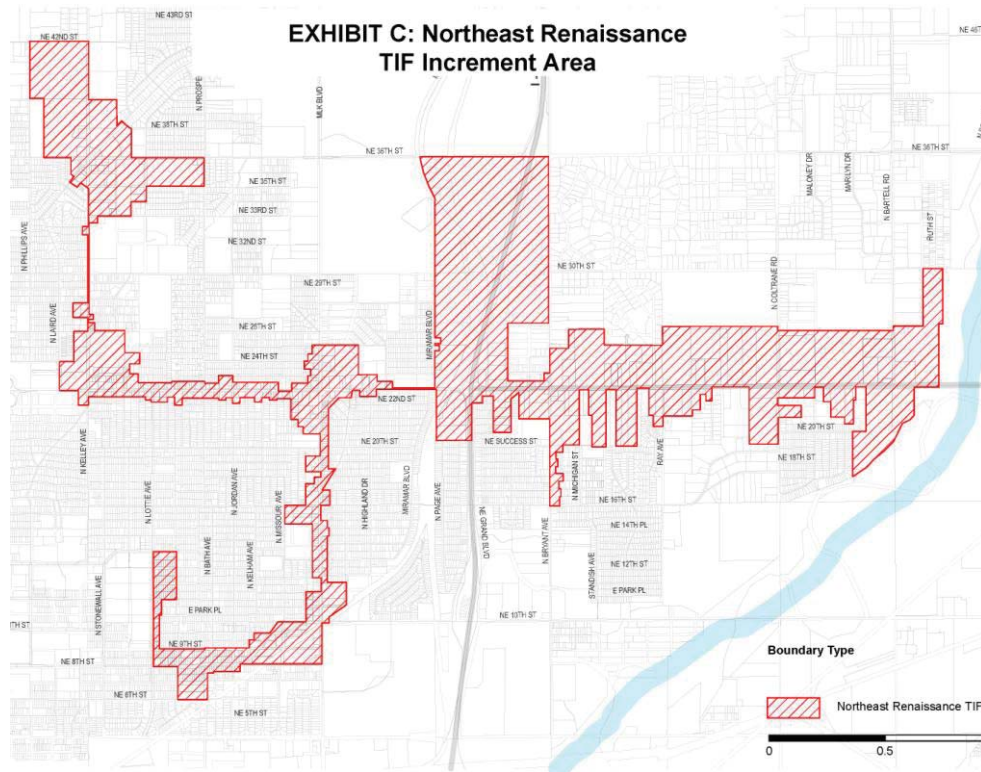
Implementing Body: Oklahoma City
Economic Development Trust

Project Plan Budget: \$157,000,000

Taxes Generated (2015): \$11,300,000
Assessor billed \$9,188,728

Included in the Downtown / MAPS Project
Plan

Northeast Renaissance (TIF #9)



Framework for Future TIF Districts

- **Purpose of TIF**

- A tool to be used in areas where investment, development and economic growth are difficult but possible with TIF assistance.

- **General Intent**

- The increment generated will be needed to pay the Public Project Costs* necessary to generate private investment.

- **Past TIFs**

- TIFs 1, 3, 4, 5, 6, 7, and 9 are all examples of districts where almost all increment generated has gone, or is anticipated to go, to project costs that generate investment.

- **Revenue Sharing Opportunities**

- Areas where Public Project Costs* can generate both directly supported projects but can also generate substantial additional (indirect) investment within the TIF District.
- Revenue sharing is possible after an initial period necessary to generate investment.
- It may be appropriate to find opportunities to share additional revenue either through annual distribution or through project budgets.

*Public Project Costs = costs in the Project Plan to support development, infrastructure and other public benefits.

Proposed TIF District # 2 Amendment

- Amend Budget Amounts

Description	Current Budget	Proposed Amendment	Revised Budget
Residential	\$35,000,000	\$5,000,000	\$40,000,000
Hotel/Commercial	\$45,000,000	\$15,000,000	\$60,000,000
Public Schools (1)	\$7,000,000	\$9,000,000	\$16,000,000
Public Parking	\$9,000,000	\$0	\$9,000,000
Other Public Development (2)	\$25,000,000	\$0	\$25,000,000
Skirvin Hotel Sales Tax Allocation	\$5,000,000	\$0	\$5,000,000
Other Taxing Jurisdictions (3)	<u>\$0</u>	<u>\$5,000,000</u>	<u>\$5,000,000</u>
	\$126,000,000	\$34,000,000	\$160,000,000

(1) The Public Schools category will be restricted to I-89 only

(2) Other Public Development category will be limited to City projects.

(3) Other Taxing Jurisdictions (OTJ) category will be for all OTJs except for I-89

- Other Proposed Amendments

- Allow for taxing jurisdictions to spend TIF allocations outside of the designated project area.
- Expand Project Area to SW 29th.
- Carve out portion of TIF #2 for TIF #10.

Proposed TIF District # 2 Amendment

Proposed New Allocations

Description	Current Allocations	Current Request	Revised Allocations
Residential	\$25,340,740		\$25,340,740
Hotel/Commercial	\$34,830,083		\$34,830,083
Public Schools (1)	\$6,000,000	\$10,000,000	\$16,000,000
Public Parking	\$3,200,000		\$3,200,000
Other Public Development (2)	\$17,541,760	\$1,500,000	\$19,041,760
Skirvin Hotel Sales Tax Allocation	\$5,000,000		\$5,000,000
Other Taxing Jurisdictions (3)	<u>\$0</u>	<u>\$3,440,000</u>	<u>\$3,440,000</u>
	\$91,912,583	\$14,940,000	\$106,852,583

Proposed TIF District # 2 Amendment

Revised Summary

Description	Revised Budget	Revised Allocations	Revised Balance
Residential	\$40,000,000	\$25,340,740	\$14,659,260
Hotel/Commercial	\$60,000,000	\$34,830,083	\$25,169,917
Public Schools (1)	\$16,000,000	\$16,000,000	\$0
Public Parking	\$9,000,000	\$3,200,000	\$5,800,000
Other Public Development (2)	\$25,000,000	\$19,041,760	\$5,958,240
Skirvin Hotel Sales Tax Allocation	\$5,000,000	\$5,000,000	\$0
Other Taxing Jurisdictions (3)	<u>\$5,000,000</u>	<u>\$3,440,000</u>	<u>\$1,560,000</u>
	\$160,000,000	\$106,852,583	\$53,147,417

Core to Shore Reinvestment Area

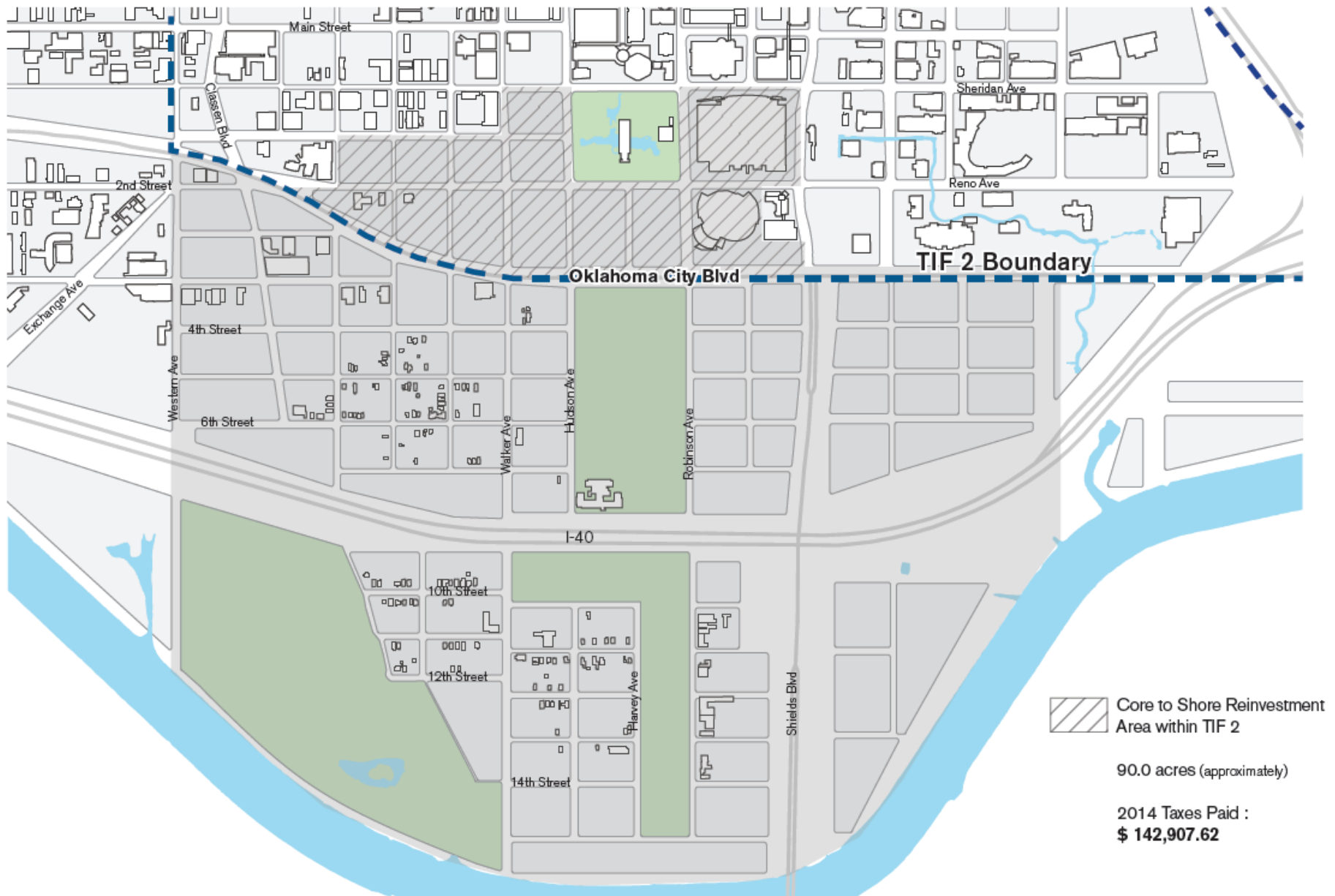
- Consists of 6 new TIF districts under 1 Project Plan
- Each may begin at differing times
 - State law allows a City up to 10 years to trigger start date
- Currently generating \$750,804 in ad valorem taxes
 - Approximately \$142,908 is paid in TIF # 2
- Revenue sharing options
 - Similar to TIF #2

Core to Shore Reinvestment Area- Increment District Boundary



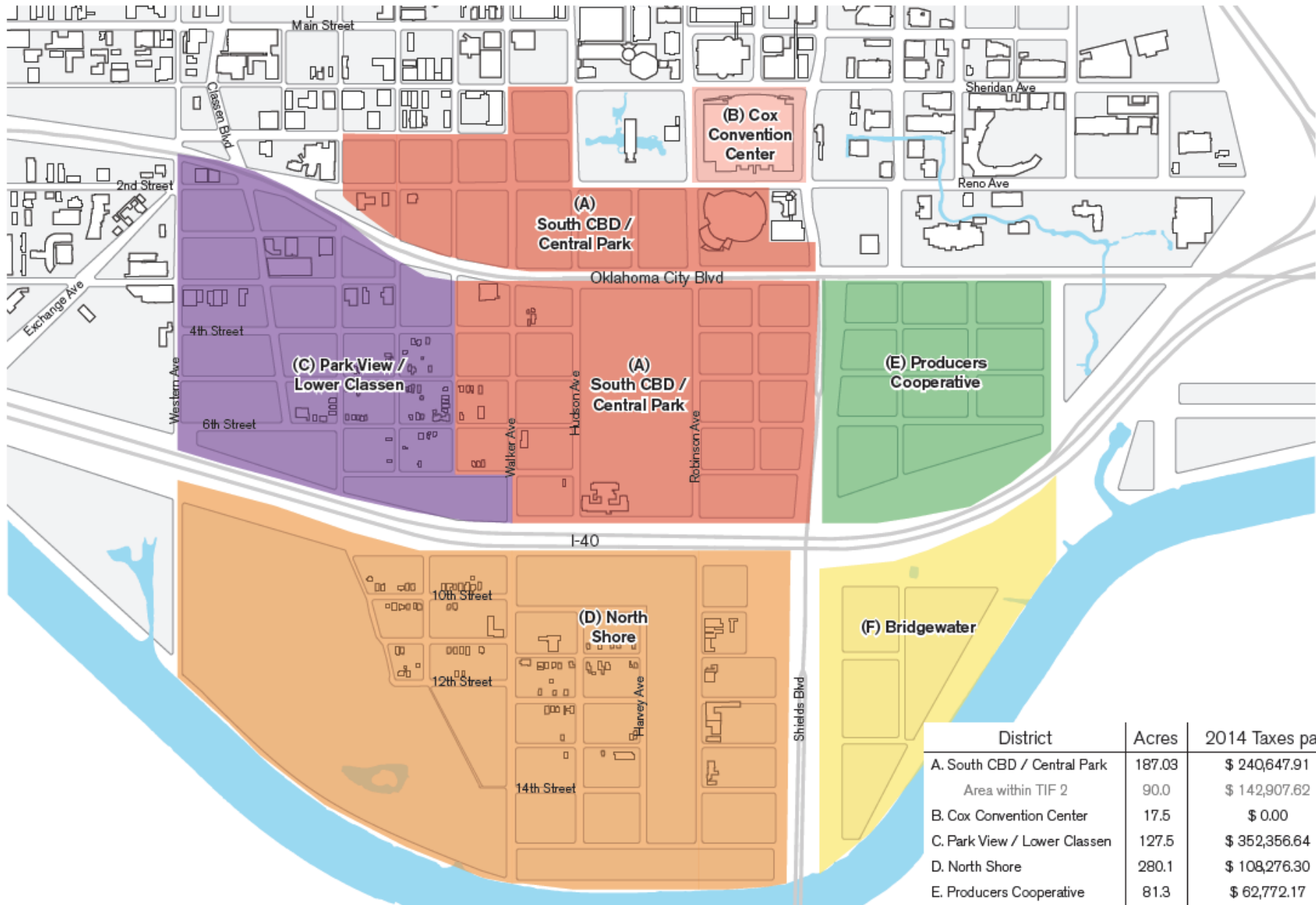
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Core to Shore Reinvestment Area within TIF 2



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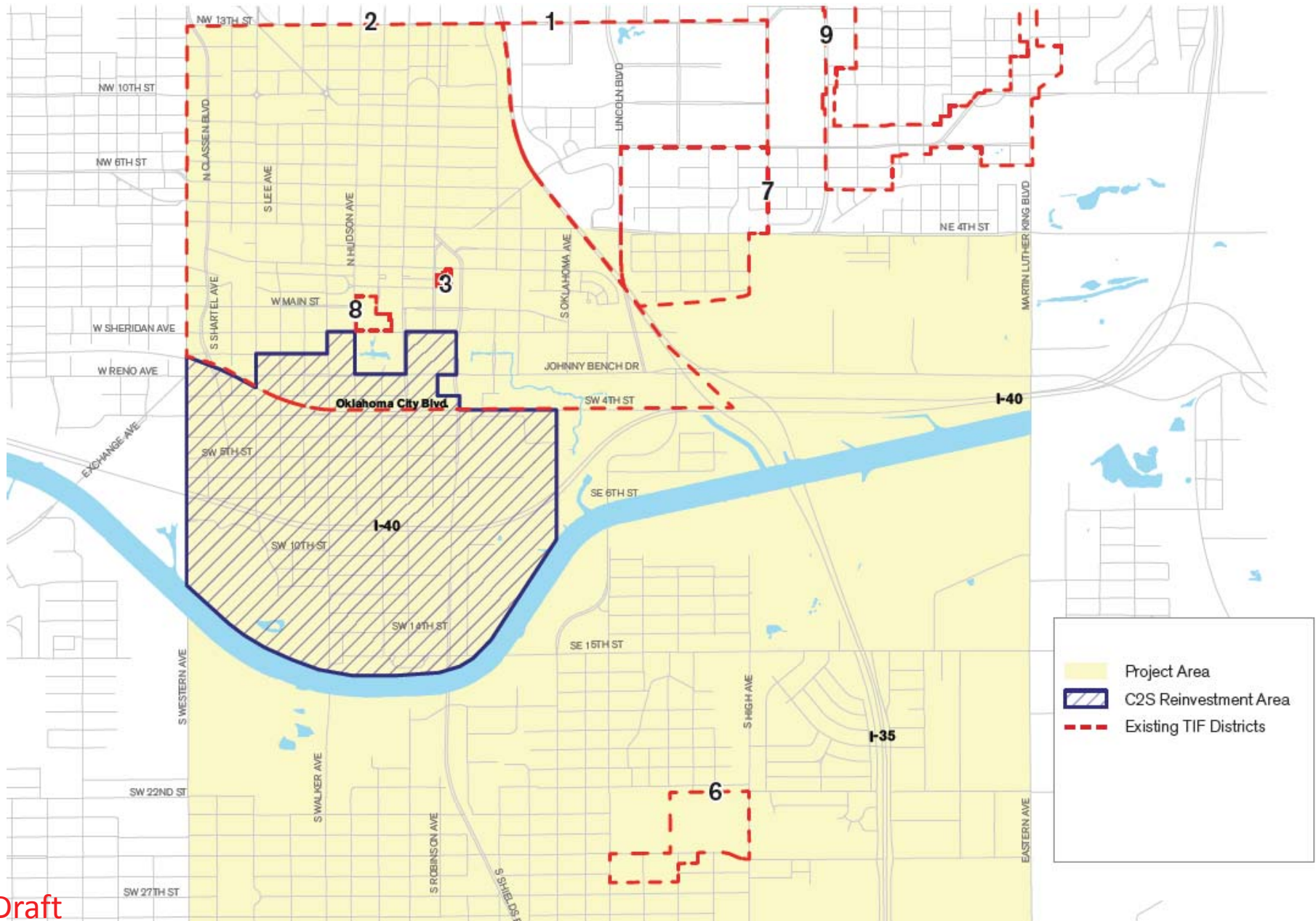
Core to Shore Reinvestment Area - TIF Districts



District	Acres	2014 Taxes paid
A. South CBD / Central Park	187.03	\$ 240,647.91
Area within TIF 2	90.0	\$ 142,907.62
B. Cox Convention Center	17.5	\$ 0.00
C. Park View / Lower Classen	127.5	\$ 352,356.64
D. North Shore	280.1	\$ 108,276.30
E. Producers Cooperative	81.3	\$ 62,772.17
F. Bridgewater	72.8	\$ 6,435.03
Total	766.1	\$ 770,478.05

Draft

Core to Shore Reinvestment Area – Increment District & Project Areas Compared to Existing TIF Districts



Draft

Waiver Justification

Not Applicable

Property Specific Determination

Not Applicable

Assessment Coalition Letters of Commitment

- **The City of Oklahoma City**
- **The Oklahoma City Urban Renewal Authority**
- **The Oklahoma Redevelopment Authority**



The City of
OKLAHOMA CITY

December 12, 2015

Mary Kemp
1445 Ross Avenue
Suite 1200 (6SF-VB)
Dallas, TX 75202-2733

Dear Mary Kemp:

The City of Oklahoma City agrees to be part of the Brownfields Coalition along with The Oklahoma City Urban renewal Authority and The Oklahoma City Redevelopment Authority in an effort to receive Brownfields Assessment and RLF funds. The City of Oklahoma City qualifies as a General Purpose Unit of Local Government. The City of Oklahoma City can offer support to both OCURA and OCRA who have limited capacity and administrative infrastructure to effectively manage a brownfields program.

In our redevelopment efforts, we have partnered with the Coalition members on a number of different projects over the years. These include the East Sheridan Hotel redevelopment, the Historic Page Woodson school redevelopment into housing, and the N.E. 23rd redevelopment of multiple parcels into a live/work development with an anchor "Buy for Less" grocery store. The City has a vested interest in continued access to the brownfields assessment program to ensure appropriate environmental review and safe redevelopment of the properties with which we are involved.

We look forward to participating in the Coalition efforts after award of this grant application.

Sincerely,

A handwritten signature in black ink, appearing to read "Amanda Alewine", is written over a light blue rectangular background.

Amanda Alewine
Brownfields Planner
Planning Department

OKLAHOMA CITY

URBAN

RENEWAL

AUTHORITY

December 14, 2015

Ms. Amanda Alewine
City of Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Oklahoma City Urban Renewal Authority (OCURA) agrees to be part of the Brownfields Coalition along with The City of Oklahoma City and The Oklahoma City Redevelopment Authority in an effort to receive Brownfields Assessment funds. The Oklahoma City Urban Renewal Authority falls under the coalition partner criteria as a "Land Clearance Authority or other quasi-governmental entity that operates under the supervision and control of, or as an agent of, a general purpose unit of local government."

OCURA is the leading public redevelopment agency of Oklahoma City charged with the revitalization of the city's urban neighborhoods, blight removal, and neighborhood improvements to encourage economic growth and enhance the quality of life in Oklahoma City.

In our redevelopment efforts, we have partnered with the Oklahoma City Brownfields team on a number of different projects over the years. These include the East Sheridan Hotel redevelopment, the historic Page Woodson school redevelopment into housing, and the N.E. 23rd redevelopment of multiple parcels in to a live/work development with an anchor "Buy for Less" grocery store. OCURA has a vested interest in continued access to the brownfields assessment program to ensure appropriate environmental review and safe redevelopment of the properties with which we are involved. We agree that it is appropriate for The City of Oklahoma City to be the lead entity in the coalition due to their capacity and expertise in managing Brownfields grants.

We look forward to participating in the efforts of the coalition after award of this grant application.

Sincerely,



Catherine O'Connor, Executive Director

OKLAHOMA CITY REDEVELOPMENT AUTHORITY

TRUSTEES

J. Larry Nichols
Chairman

James R. Tolbert III
Vice Chairman

Mark Beffort

David Greenwell

Larry McAtee, Jr.

Mary Melon

Russell M. Perry

**EXECUTIVE
DIRECTOR**

Catherine O'Connor

December 14, 2015

Ms. Amanda Alewine
City of Oklahoma City Planning Department
420 W. Main, Suite 900
Oklahoma City, OK 73102

Dear Ms. Alewine:

The Oklahoma City Redevelopment Authority (OCRA) was created on May 7, 1985 when the State of Oklahoma adopted legislation specifically to promote, stimulate and develop the general and economic welfare of Oklahoma and its communities and to assist in the development and redevelopment of central business districts of cities. OCRA has the goal and authority to assist in development financing through Article X, Section 6C of the Oklahoma Constitution and the Oklahoma Local Development Act, Title 62, O.S. 2001, Section 851 et. Seq. Among its powers and duties the agency can invest funds, lease property, manage Tax Increment Financing Districts and apportion tax increments to new development in areas that are unproductive, underdeveloped, blighted or stagnant. OCRA was a key player in the financing and redevelopment of a significant brownfields project, the Skirvin Hotel redevelopment in Oklahoma City.

The proposed members of the coalition applying to the EPA for Brownfields Assessment grant funds include OCRA, The Oklahoma City Urban Renewal Authority (OCURA) and the City of Oklahoma City. OCRA is classified as a Redevelopment Agency that is chartered or otherwise sanctioned by a state. OCRA agrees to be a member in this coalition. Both OCRA agrees that The City of Oklahoma should be the lead entity in the coalition due to their capacity, history and expertise in managing Brownfields grants.

The purpose of this coalition is consistent with the goals of this Authority and we look forward to participating in this partnership.

Sincerely,



Catherine O'Connor, Executive Director

Petroleum Eligibility Determination

Not Applicable

Application for Federal Assistance SF-424

* 1. Type of Submission:

- ☐ Preapplication
☒ Application
☐ Changed/Corrected Application

* 2. Type of Application:

- ☒ New
☐ Continuation
☐ Revision

* If Revision, select appropriate letter(s):

* Other (Specify):

* 3. Date Received:

12/15/2015

4. Applicant Identifier:

5a. Federal Entity Identifier:

5b. Federal Award Identifier:

State Use Only:

6. Date Received by State:

7. State Application Identifier:

8. APPLICANT INFORMATION:

* a. Legal Name:

The City of Oklahoma City

* b. Employer/Taxpayer Identification Number (EIN/TIN):

73-6005359

* c. Organizational DUNS:

0141047770000

d. Address:

* Street1:

420 W. Main Street, 9th Floor

Street2:

* City:

Oklahoma City

County/Parish:

* State:

OK: Oklahoma

Province:

* Country:

USA: UNITED STATES

* Zip / Postal Code:

73102-4437

e. Organizational Unit:

Department Name:

Planning Department

Division Name:

Community Development Division

f. Name and contact information of person to be contacted on matters involving this application:

Prefix:

Ms.

* First Name:

Amanda

Middle Name:

B.

* Last Name:

Alewine

Suffix:

Title:

Brownfields Program Planner

Organizational Affiliation:

City of Oklahoma City

* Telephone Number:

(405) 297-1766

Fax Number:

(405) 316-1766

* Email:

amanda.alewine@okc.gov

Application for Federal Assistance SF-424

* 9. Type of Applicant 1: Select Applicant Type:

C: City or Township Government

Type of Applicant 2: Select Applicant Type:

Type of Applicant 3: Select Applicant Type:

* Other (specify):

* 10. Name of Federal Agency:

Environmental Protection Agency

11. Catalog of Federal Domestic Assistance Number:

66.818

CFDA Title:

Brownfields Assessment and Cleanup Cooperative Agreements

* 12. Funding Opportunity Number:

EPA-OSWER-OBLR-15-04

* Title:

FY16 Guidelines for Brownfields Assessment Grants

13. Competition Identification Number:

Title:

14. Areas Affected by Project (Cities, Counties, States, etc.):

Add Attachment

Delete Attachment

View Attachment

* 15. Descriptive Title of Applicant's Project:

Oklahoma City Coalition Assessment Grant Proposal

Attach supporting documents as specified in agency instructions.

Add Attachments

Delete Attachments

View Attachments

Application for Federal Assistance SF-424**16. Congressional Districts Of:*** a. Applicant * b. Program/Project

Attach an additional list of Program/Project Congressional Districts if needed.

Add Attachment

Delete Attachment

View Attachment

17. Proposed Project:* a. Start Date: * b. End Date: **18. Estimated Funding (\$):**

* a. Federal	<input type="text" value="600,000.00"/>
* b. Applicant	<input type="text" value="0.00"/>
* c. State	<input type="text" value="0.00"/>
* d. Local	<input type="text" value="0.00"/>
* e. Other	<input type="text" value="0.00"/>
* f. Program Income	<input type="text" value="0.00"/>
* g. TOTAL	<input type="text" value="600,000.00"/>

*** 19. Is Application Subject to Review By State Under Executive Order 12372 Process?**

- ☒ a. This application was made available to the State under the Executive Order 12372 Process for review on .
- ☐ b. Program is subject to E.O. 12372 but has not been selected by the State for review.
- ☐ c. Program is not covered by E.O. 12372.

*** 20. Is the Applicant Delinquent On Any Federal Debt? (If "Yes," provide explanation in attachment.)**☐ Yes ☒ No

If "Yes", provide explanation and attach

Add Attachment

Delete Attachment

View Attachment

21. *By signing this application, I certify (1) to the statements contained in the list of certifications and (2) that the statements herein are true, complete and accurate to the best of my knowledge. I also provide the required assurances** and agree to comply with any resulting terms if I accept an award. I am aware that any false, fictitious, or fraudulent statements or claims may subject me to criminal, civil, or administrative penalties. (U.S. Code, Title 218, Section 1001)**

☒ ** I AGREE

** The list of certifications and assurances, or an internet site where you may obtain this list, is contained in the announcement or agency specific instructions.

Authorized Representative:

Prefix: * First Name:

Middle Name:

* Last Name:

Suffix:

* Title: * Telephone Number: Fax Number: * Email: * Signature of Authorized Representative: * Date Signed: